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CERTIFICATE OF ACCURACY

This is to certify that the attached document, "IRI-CRT-00002041 – IRI-CRT-0002105", originally written in *Chinese*, is to the best of our knowledge and belief, a true, accurate and complete translation into *English*.

Dated: December 17, 2018

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Sworn to and signed before ME this
17th day of December,
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IRICO Group Corporation

Master Plan for Separating Principal and Secondary Businesses, Restructuring and Redistribution

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IRICO Group Corporation

Master Plan for Separating Principal and Secondary businesses, Restructuring and Redistribution

Section 1: Basic status of IRICO Group Corporation

I. Brief introduction of IRICO Group Corporation

(I) History

IRICO Group Corporation is a unique super-large state-owned sole proprietorship approved by the State Council and is directly managed by the State-owned Assets Supervision and Administration Commission of the State Council. IRICO Group Corporation was reorganized on the basis of the former IRICO Electronics Group, whose predecessor was the Shaanxi CRT Head Manufacturing Plant, which was a key project incorporated in the 6th Five-Year Plan and the place where China's first CRT was manufactured.

(II) Assets and operation of the Group Corporation

1. Assets

As of 31 December 2002, IRICO Group Corporation's audited assets were RMB7,643,448,360.88 with total liabilities in amount of RMB3,569,855,181.88 and owner's equity in amount of RMB3,183,341,699.29.

2. Operation

CRT is the principal business of IRICO Group Corporation with annual CRT production capacity of nearly 10 million units. The Company has manufactured 78,530,000 CRT units from the date of production since its establishment with accumulated revenue from product sale in amount of RMB64.3 billion, realizing profit and tax in amount of RMB8.128 billion and earning foreign currencies in amount of RMB0.94 billion from exports.

(III) Employees

Currently, IRICO Group Corporation has 21410 employees of whom 10800 have full-time capacity (i.e. permanent employees or known as permanent employees) and more than 10000 are employed on short-term contracts. There are 1110 managers of various fields and 1579 engineering technicians of various disciplines.

(IV) Investment structure and backbone enterprises

Currently, IRICO Group Corporation has more than 20 wholly-owned subsidiaries, holding

companies and stake-participating companies (See Attachment 1: Organizational structure chart of IRICO Group Corporation for details), of which IRICO CRT Head Plant and IRICO Display Device Company Limited (a listed company) are the main backbone companies of IRICO Group Corporation.

IRICO CRT Head Plant

IRICO CRT Head Plant is a company wholly-owned by the people established in 1979 with approval from the Shaanxi Administration for Industry & Commerce, and is a wholly-owned subsidiary of IRICO Group Corporation. Ten non-legal person entities, including the CRT Plant No. 1 under the Head Plant, are set up for independent internal auditing. The financial statements of the said entities are incorporated into the Head Plant's financial statements.

As of 31 December 2002, its total assets was RMB3,888,437,572.68 with liabilities in amount of RMB2,111,671,712.81 and owner's equity in amount of RMB1,776,765,859.87.

IRICO Display Device Company Limited

IRICO Display Device Company Limited was established on 29 July 1992, the Company listed its shares on the Shanghai Stock Exchange on 20 May 1996. Currently, IRICO Group Corporation holds 56.14% stakes in IRICO Display Device Company Limited.

The Company's primary products include 64cmFS and 54cmFS ordinary display device and 64cmPF ~ 74cmPF flat CRT. It mainly engages in the research & development, production and operation of CRT.

As at 31 December 2002, the Company's total assets was RMB2,401,187,451.43, with total liabilities in amount of RMB740,126,713.15, and owners' equity in amount of RMB1,661,060,738.28.

II. Development of principal business of IRICO Group Corporation

(I) IRICO Group Corporation's exploration and practice in promoting principal business, downsizing main establishment and increasing competitiveness of principal business

1. Measures and main practices adopted

(1) IRICO set up the Three Productions Department in 1993 and established the IRICO Three Productions Corporation in 1994 by further restructuring it into an independent corporate legal person. Some supporting systems for the principal business were separated from functions of the logistics services entities, this is the main way and form through which IRICO Group Corporation separates the principal and secondary businesses and replace redundant employee in recent years.

(2) In 1998, the television plant in Inner Mongolia was returned to the original place. The 6 entities in Beijing were separated so as to totally disconnect asset and management from IRICO. The businesses of these entities are not closely associated with IRICO Group Corporation's principal business. The separation is advantageous for promotion of the principal business and downsizing main establishment.

(3) In 1999, IRICO Display Device Company Limited acquired and merged CRT Plant No. 2. This has achieved economies of scale and further increase competitiveness of the principal business.

(4) In 2002, the fluorescent powder plant and deflection yoke plant were sold to Xi'an IRICO Fluorescent Material Co., Ltd and Xi'an Information Company. The scale was expanded and capacity to compete in the market was increased as a result.

(5) In 2002, the internal market mock plan and internal price settlement methods were implemented and succeeded in strengthening market awareness of all production entities.

(6) In 1992, the skill-based wage system was implemented with continuous improvement made. Not only did it save costs of human resources, but it also paved the way to intensify three system reformations for the principal business.

(7) Efforts were made to develop new display models as a way to solve the issues regarding the Group Corporation's subsequent development, such as producing the organic EL jointly with related scientific research institutions and pilot production of PDP products, etc.

(8) Greater efforts were made in scientific research institutes and employee development and more investments were made in the Group Corporation's technical centers. On one hand, these have increased the capacity to closely trace development of components of new CRT model; on the other hand, existing techniques were transformed through a series of technical transformation and technical measures making contributions to exploration of potentials of the principal business and increase efficiency.

In response to needs arising from competition, IRICO Group Corporation restructured the production elements, promoted shifting of internal mechanisms and strengthened R&D capacity through the said measures to progressively know the path of the principal business development and strengthen its competitiveness.

2. Achievements attained

Implementation of the said measures and practices brought remarkable achievements. All economic indicators of IRICO showed stable growth. In 2002, the CRT output of 9.6 million units set historical record. The glass shell output was 16.51 million units, electronic gun output was 10.38 million units, deflecting coil output was 10.60 million units, fluorescent powder output was 360 tonnes and shadow mask output was 4.89 million units. In 2002, the Company earned sales income of RMB7.1 billion representing 20.21% growth year-on-year. The total industrial output was RMB12.23 billion representing 34% growth year-on-year. Industrial added value of RMB2.58 billion was fulfilled representing 15.8% growth year-on-year. Profit tax of RMB0.87 billion was realized representing 31.8% growth year-on-year. In 2002, total profit of RMB 455,873,145.97 was realized representing 58% growth year-on-year. Foreign currency in amount of USD0.134 billion was realized through exports representing 30% growth year-on-year.

(II) Basic information of policies on redistributing employees, downsizing for higher efficiency and replacing redundant employees

1. Main measures and main practices adopted

- (1) To realize downsizing for higher efficiency through skill improvement measures.
- (2) To actively attract social capitals and foreign investments leveraging advantaged resources and products. Joint ventures were set up besides participating in setting up independent legal person entities including Xi'an IRICO Information Co., Ltd, Xianyang IRICO Electronic Components Co. Ltd, Shaanxi IRICO Fluorescent Material Co., Ltd and Xianyang Caiqin Electronics Device Co., Ltd. which absorbed a large number of redundant employees.
- (3) The Three Productions Corporation was established to which logistics services, social services, properties and training departments were transferred for replacing redistributed employees of the principal business. This has promoted independent auditing of the said departments, turning services to business operations, and marketize progressively with great success achieved. In the last 9 years, more than 1500 redundant employees from the principal business have been placed to the Three Productions Corporation.
- (4) To make use of related policies of Shaanxi province and Xi'an city to redistribute and replace employees of Xi'an IRICO Electrical Appliance Co., Ltd. More than 400 employees have been redistributed and replaced to date.
- (5) The companies under the Group Corporation increase labor productivity rate and enhance efficiency through reducing number of employees by exploring their own potentials, transformation and downsizing.
- (6) To redistribute and replace employees according to national policies on internal retirement. As of 31 December 2003, more than 200 employees of the Group Corporation have internally retired.
- (7) The IRICO Group Corporation and its subsidiary entities step up management and have terminated employment contracts pursuant to the law with a few employees who severely breached the employment contracts. More than 400 employees have been dismissed from late 1995 until now.

2. Achievements attained

Through said measures, IRICO Group Corporation has placed more than 4000 redundant employees designated for redistribution, representing 20% of the total employees of the Group Corporation. This contributed to downsizing of the Group Corporation's main establishment and serves as an effective cushion for further separation of the principle and secondary businesses. When the IRICO Group Corporation first established the plant, annual CRT output was approximately 960000 units with approximately 6000 employees. Currently, the IRICO Group Corporation has annual CRT output as high as 10 million units with only 13000 employees engage in the manufacture of CRT. This reflects a significant increase in the Group Corporation's labor productivity rate.

(III) Main problems faced by IRICO Group Corporation in principal business development

- 1. State-owned sole proprietorship of IRICO Group Corporation poses serious restrictions on continuous development of the principal business**

Data from 2002 shows that there were 9 foreign-invested companies or joint ventures engaging in the manufacture of CRT in China with another two domestic joint-stock enterprises; IRICO Group Corporation was the only state-owned enterprise. In the face of intensive competition, the impact of ownership system is growing, making IRICO Group Corporation lag behind its competitors due to its structure alone.

2. Strategic management function of IRICO Group Corporation is yet to play its role.

This is manifested in prolonged absence of clear strategic positioning and development plans with significant poor market research and development capacities. No market-oriented operation management system has been developed by now and the management model is mostly the old model adopted for plant management. All production entities of the principal business attach weight to production management paying little attention to business management. Many operators concentrate on business affairs and the parent-subsidiary management system with property rights as the link is yet to be formulated, etc.

3. Unreasonable human resource composition with serious shortage of senior management and operation talents; generally high wage costs; intensification of labor, personnel and allocation system reform is highly needed.

Currently, the Group Corporation human resource composition is unreasonable. There is sufficient production management and engineering technicians but serious shortage of senior management and operation talents, especially those in information management, international sales, capital operation and risk control. In the meantime, leadership team of the IRICO Group Corporation is unable to meet the needs of further development and expansion in terms of ideologies, concepts, comprehensive quality and knowledge structure.

Employees remain hired once they are employed with only upward but no downward adjustments to their salaries. The high income of non-marketization greatly increases IRICO Group Corporation's management and labor costs, thus indirectly weakening its competitiveness.

The existence of the said issues is closely associated with ineffective personnel, labor and allocation systems of the Group Corporation, and it is only through continuous intensification of reform to these three systems that these issues can be genuinely solved.

4. Failure to concentrate on principal business and heavy establishment form heavy burden to the company.

IRICO Group Corporation's scope of operation is too broad due to reasons including the absence of clear corporate development strategies and failure to concentrate on principal business. Besides, the companies which engage in the principal and secondary businesses have heavy social burden – a problem which has not been eradicated.

In conclusion, the said issues regarding ownership system, management, internal mechanisms, human resource and lack of clear-cut boundary between principal and secondary businesses and heavy social burden are all factors which restrict development of IRICO Group Corporation's principal business. Of them, ownership system, human resource and lack of clear-cut boundary between principal and secondary businesses are issues which pose the greatest restrictions on development of the principal business so priority should be given to solve them.

(IV) Problems in redistributing and replacing redundant employees

In redistributing and replacing redundant employees who engage in the principal business, IRICO Group Corporation is still facing some special problems which affect the continuation of such task to a considerable extent. This is mainly manifested as follows:

1. Restrictions of the overall socio-economic environment

Xianyang, where IRICO Group Corporation's main enterprise and great majority of the employees are situated, lies in the western part of China where socio-economic development is backward with relatively low societal demand for labor resources, limited market capacity and relatively high rate of unemployment. Therefore, the redistribution and replacement of redundant employees and downsizing for greater efficiency is met with great difficulties.

2. Conservative mind of employees

Being relatively closed and detached for decades, the Company has become a relatively closed and detached industrial city where the employees are relatively traditional-minded and poor in adapting to economic evolution. Such conservation ideology forms a great hurdle to reforms;

3. Restraints imposed by old modes of redistribution and replacement of redundant employees

The old model failed to simultaneously establish correspondingly sound employment contract system when redistributing and replacing redundant employees. Most of the redistributed and replaced employees still stay in the IRICO Group Corporation or Head Plant and are put under management through a model identical with the old model for management of permanent employees. As a result: labor relationship and capacities of employees remain unchanged, and no changes took place in the employees' concept of employment. The separation is only nominal and the Company has not been genuinely released from its unlimited joint liabilities.

In addition, the entities which accept the redundant employees from principal business failed to establish sound legal person governance structure, no change took place in property rights relationship and superior-subordinate relationship at all, thus limiting development of these entities.

Under such circumstances, clear-cut and standard property rights relationship and superior-subordinate relationship can hardly be achieved.

(V) IRICO Group Corporation's ideas and targets for downsizing main establishment and increasing competitiveness of principal business

The IRICO Group Corporation's specific idea or plan for downsizing main establishment and increasing competitiveness of principal business are as follows:

1. Ideology of reformation and development of principal business

(1) To continue with intensifying reform of property rights and implement standard corporate transformation to the principal business.

(2) To improve mid- and long-term development strategies of IRICO Group Corporation.

(3) To determine positioning and functions of the Group Corporation, and formulate and improve parent-subsidiary management system.

(4) To shift IRICO Group Corporation's basic governance system of principal business from production management to operation management and strategy management.

(5) To pursue low-cost development by applying the strategy of overall cost leadership to traditional industry and products.

(6) To apply related diversification strategies in new-type display devices, strengthen scientific research and development capacities, increase the ability to track new products and new technologies in new-type display device so as to support the Group Corporation's structural adjustments in the industry and products.

(7) To optimize the existing internal organizational structure and functions, and reform the personnel, labor and allocation systems on such basis.

(8) To continue with development of corporate cultural system including corporate leadership culture.

(9) To separate social functions from corporate offices and separate principal and secondary businesses to ease the principal business's burden.

In conclusion, **IRICO Group Corporation's overall idea for development is: To develop core competitiveness based on overall-cost leadership under guidance of accurate development strategies and bring into play the Group Corporation's strategic management function for comprehensive restructuring and transformation of the Group Corporation's property rights system, management system, internal mechanisms and corporate culture, etc. and strengthen competitiveness of principal business; separate principal and secondary businesses and clarify principal business to ease the burden. In the meantime, step up transformation and innovation of existing products through scientific research besides optimizing product mix, and prepare the Group Corporation for timely entrance into the field of new-type display device and fulfil structural adjustments of the industry.**

2. Target of planning

The eventual target is: By 2010, not only shall the Group Corporation enjoy remarkable advantage in the traditional CPT field but it also leads in the traditional CRT industry; it shall also boast product R&D capacities or the capacity for joint production with multinational companies and become the display manufacturer and R&D base with diversified products offered, large-scale operation, modern management and ability to compete internationally as a world-renowned group corporation to lay solid foundation for attaining the vision of 'hundred-year IRICO'.

Section II: General status of IRICO Group Corporation Plan for Separating Principal and Secondary Businesses, Restructuring and Redistribution

Section I Separating Principal and Secondary Businesses

I. Basis for separating principal and secondary businesses and their respective scopes

(I) Basis for separating principal and secondary businesses

1. The corporate strategic positioning and development plans formulated by the IRICO Group Corporation in 2003 are the most important and most basic foundation for determining the line separating principal and secondary businesses

(1) IRICO Group Corporation's strategic position and development planning

1. Industry and product positioning

IRICO Group Corporation's industry and product positioning is the existing CPT product field.

2. IRICO Group Corporation's development strategies

(1) Development strategies and mid- and long-term planning

IRICO Group Corporation's overall development strategies are: To carry out the basic competitive strategy of overall cost leadership in the field of traditional CPT products for developing lowest-cost core competitiveness and laying the foundation for fulfilling large-scale operation so as to turn IRICO Group Corporation into the leader in the respective product field with the lowest overall cost and strongest competitiveness.

Besides preparing for development in the traditional CPT products, related diversified operation strategies shall also be implemented for making new-type display device as the new financial growth point and foster it as the second pillar industry. Taking into consideration that IRICO Group Corporation is not positioned to enter the new-type display device industry now, tracking strategies will be adopted actively for progressive entrance into the realm. Such strategies will be implemented in two main ways: First, to closely monitor and study new technology and new product trends in the realm of new-type display device so timely debut can be made in large scale; second, to have strategic cooperation with multinational companies by providing professional supporting services, etc. leveraging the opportunity of industrial structural adjustments and professional division of tasks of overseas display device industry. This allows the Company to progressively participate in the value chain of new-type display device for fulfilling structural adjustments of the industry and product so as to lay foundation for eventual full entry into the realm.

(2) Mid- and long-term strategic targets

By 2010, IRICO Group Corporation will develop into China's strongest and largest display manufacturer, R&D base and world-class mega corporation with international reputation boasting diversified products, large-scale operation and modern management laying solid foundation for attaining the vision of 'hundred-year IRICO'.

According to IRICO Group Corporation's said strategic positioning and development plan, the existing CPT products and new-type display device are the direction for the core business and active development. In other words, it is the principal business of the Group Corporation.

(See Attachment 2: Strategic Positioning and Development Plan IRICO Group Corporation for details)

2. Some of the CRT supporting companies shall be included in the scope of principal business according to actual situations. The following factors will be considered when actually categorizing:

(1) Supporting companies which are highly related with CRT and cannot be separated shall be included as principal business;

(2) Supporting companies which involve high transaction or switching costs thus directly affecting competitiveness of CRTs shall be included as principal business;

(3) Supporting companies which represent high percentage in CRT cost structure thus directly affecting competitiveness of CRTs shall be included as principal business;

(4) Supporting companies which represent relatively high percentages in overall profit contribution or income thus greatly affecting the Group Corporation's income shall be included as principal business.

(II) Basic scopes of principal and secondary businesses

1. Basic scope of principal business

It can be determined as follows based on IRICO Group Corporation's industry and product positioning: Principal business must be associated with display device; industries and products not associated with display device cannot be included in the scope of principal business.

According to IRICO Group Corporation's strategic planning of creating the core competitiveness of overall cost leadership, it can be determined that: not all industries and products associated with display device can be included as principal business, only those display device companies and products which directly influence the Group Corporation's core competitiveness shall belong to the scope of principal business.

Taking into consideration that the Group Corporation's core competitiveness relies on overall cost leadership, which is mainly a result of resilience of the Group Corporation's overall support, the supporting companies which directly affect composition of the total cost of the Group Corporation's display device shall also be included in the basic scope of principal business.

Instead of company size and profitability, the criteria for determining basic scope of principal business is whether it is in line with the main direction of development specified in the Group Corporation's development strategies or whether it is inseparable from composition of the Group Corporation's core competitiveness.

2. Basic scope of secondary business

Businesses other than principal business belong to the broadly-defined secondary business.

Basic scope of secondary business mainly includes:

(1) Companies which undertake social functions (such as School, Hospital, Public Security Office, IRICO Vocational University, IRICO Technical Secondary School and IRICO Technical School);

(2) Logistic service system (mainly in the company system of Three Productions Corporation and Labor Services Company, etc.);

(3) Relatively highly-marketized supporting systems with lower transaction and switching costs;

(4) Functional units equipped with conditions for outsourcing (such as some of IRICO Group Corporation's internal, non-independent legal person operational units and the Caihong Import and Export Company);

(5) CRT-unrelated industries in which IRICO Group Corporation invests. According to IRICO Group Corporation's development strategies and structural adjustment arrangements, the industries in which the above entities engage and the products and services they provide are not in line with the Group Corporation's main development direction, they all belong to secondary services.

(III) Specific scopes of IRICO Group Corporation's principal and secondary businesses

1. Specific scope of principal business

Based on the said criteria for separating the principal and secondary businesses and taking into consideration IRICO Group Corporation's needs regarding development strategy and structural adjustment, the Managers' Office has studied and decided upon separate scopes of the existing principal and secondary businesses as follows:

(1) Products of principal business mainly include:

- 1) The production and final assembly of color display of various types and specifications;
- 2) The main spare parts and component products of color display including electronic guns, glass, deflector yokes and special parts, etc.;

(2) Principal business companies include:

- 1) CRT Plant No. 1 (CRT final assembly)
- 2) IRICO Display Devices Company Limited (CRT final assembly)
- 3) Electronic Gun Factory (Specially matched to IRICO CRT, inseparable)
- 4) Glass Factory (large proportion of the cost, high switching cost)
- 5) Power plant (inseparable)
- 6) Xi'an IRICO Information Company (large proportion of the cost and revenue, high switching cost)
- 7) Xianyang IRICO Electronic Accessories Company (Specially-supplied products, inseparable)
- 8) Zhuhai Caizhu Industrial Corporation (represents high percentage in revenue)
- 9) IRICO Kunshan Industrial Corporation (represents high percentage in revenue)

2. Specific scope of IRICO's secondary business

Businesses other than the principal business are broadly-defined secondary services. They mainly include social function entities run by the company, business entities which provide logistics services including logistics, transport,

construction, procurement, sales, import and exports, and property management to the principal business; entities which supply parts and components for color display device and are relatively highly-marketized with lower transaction and switching costs. Industries and products not associated with display device shall belong to secondary businesses. They mainly include:

(1) There are three types of social function entities:

- 1) Entities which perform government functions: Public Security Office of the Group Corporation.
- 2) Public Welfare entities: IRICO School, IRICO Hospital, IRICO Vocational University, IRICO Technical Secondary School and IRICO Technical School.
- 3) Welfare entities: IRICO Kindergarten, welfare facilities (including vehicle fleet, bowling center, swimming pool, gymnasium and property management room), property management center, customer vehicle fleet and communication station under the operation room (the said entities are all under management of the Three Productions Corporation), food store, self-help shopping mall and vehicle fleet of the Labor Services Company, etc.

(2) Operation entities which provide logistics services

The IRICO guesthouse, reception center (including travel agents), labor insurance product factories and business catering company under the Three Productions Corporation; advertising company, decoration company, Qilipu integrated market, vehicle repair plant, equipment company and landscape company under the IRICO Operation Room; and trademark factory and printer under the Labor Services Company.

(3) Supporting production companies (Color display device parts and component companies which are relatively marketized with lower transaction and switching costs)

- 1) IRICO Screen Plant
- 2) IRICO Fluorescent Materials Co., Ltd
- 3) Caiqin Electronics Co., Ltd
- 4) Shenzhen IRICO Electronics Co., Ltd
- 5) Trailer plant, electronics packaging material plant and chemical materials plant under the Three Productions Corporation
- 6) IRICO television parts plant, plastic products plant, foam plant, purification plant, polishing plant, 818 Plant (glass recycling plant) under the Labor Services Company

(4) Functional entities with conditions for outsourcing

Internal functional entities which undertake in-house market functions such as IRICO Materials Company, IRICO Sales Company and Caihong Import and Export Company.

(5) Companies invested by the Group with little relevance to principal business

- 1) Wholly-owned subsidiaries of the Group Corporation

- a. Shaanxi IRICO Construction & Engineering Company and the IRICO Real Estate Development Company, IRICO Construction Supervisory Company and IRICO Construction & Engineering Design Institute under its management
- b. Shenzhen Hongyang Industry and Trade Company
- c. IRICO Huizhou Head Corporation
- d. Haikou Hot Spring Hotel Co., Ltd
- e. China Electronic Device Industrial Corporation
- 2) Subsidiaries controlled by the Group Corporation
- a. IRICO Hongyou Transport Company (under management of Three Productions Corporation)
- b. Xi'an IRICO Electrical Appliance Co., Ltd
- 3) Stake-participating companies of the Group Corporation
- a. Beijing Quanchuang Communication Equipment Co., Ltd
- b. Beijing Infotech Ventures Co., Ltd
- c. Beijing Visionox Co., Ltd
- d. Shenzhen Ruikeao Electronics Technology Development Company
- e. Yong An Insurance Company
- f. IRICO Packaging Plant
- j. Shenzhen IRICO-ROYAL Electronics Information Co., Ltd.

II. Main ways to implement separation of principal and secondary businesses

(I) Ways to implement separation of principal and secondary businesses

The said secondary business entities shall be separated in the following ways according to individual circumstances:

1. To separate social-function entities from the Company, social-function entities like IRICO School, IRICO Hospital, IRICO Group Corporation Public Security Office, IRICO Vocational University, IRICO Technical Secondary School and IRICO Technical School shall be collectively handed over to the local governments through negotiations with them on the basis of proper handling of assets, organizations and employees. For the social-function entities which the local governments are unwilling or unable to take over, if qualified under the state policies on industrialized operations, shall be subject to separation of principal and secondary businesses by ways of restructuring and redistribution.

2. Organizations which run their own welfare-type logistics services shall be transformed into operation-type with the free services changed into paid services. They shall be changed from purely serving the company into serving society and progressively be transformed into self-sufficient economic entities with independent auditing and responsible for their own profit and loss. Those which are equipped to survive in the market shall participate in the restructuring and redistribution.

3. Operation-type logistics service entities shall undergo separation of secondary businesses from principal business through restructuring and redistribution and develop into legal economic entities with diverse subjects of property right.

4. Small supporting production companies which are relatively highly marketized shall participate in the restructuring and redistribution based on the principle mentioned above.

5. Functional entities with conditions to be outsourced, meaning certain functional entities within IRICO Group Corporation: shall be developed into independent legal economic entities so they continue to provide related services to the Group Corporation as market subject.

6. Companies little-associated with principal business in which IRICO Group Corporation invests. Three main situations are involved:

(1) Secondary business companies wholly-owned by IRICO Group Corporation: Those eligible ones shall participate in the restructuring and redistribution;

(2) Secondary business companies with controlling stakes held by IRICO Group Corporation. They shall be restructured and redistributed after consent is obtained from other shareholders;

(3) Companies with stakes participated by IRICO Group Corporation shall not participate in the restructuring and redistribution but have investments strategically adjusted according to the Group Corporation's strategic planning for progressive divestment; the funds thus obtained shall be used for development of the principal business.

7. Entities which have ceased operation or face other survival problems, such as Haikou Hot Spring Hotel Co., Ltd, Xi'an IRICO Electrical Appliance Industrial Co., Ltd and IRICO Hongyou Transport Company, shall undergo separation of secondary businesses from principal business through transfer, cooperation or liquidation pursuant to the law. The assets obtained shall be properly redistributed for replacement of employees of all entities on the basis of the activated existing assets.

(II) Restructuring and redistribution are the main ways to implement separation of principal and secondary businesses.

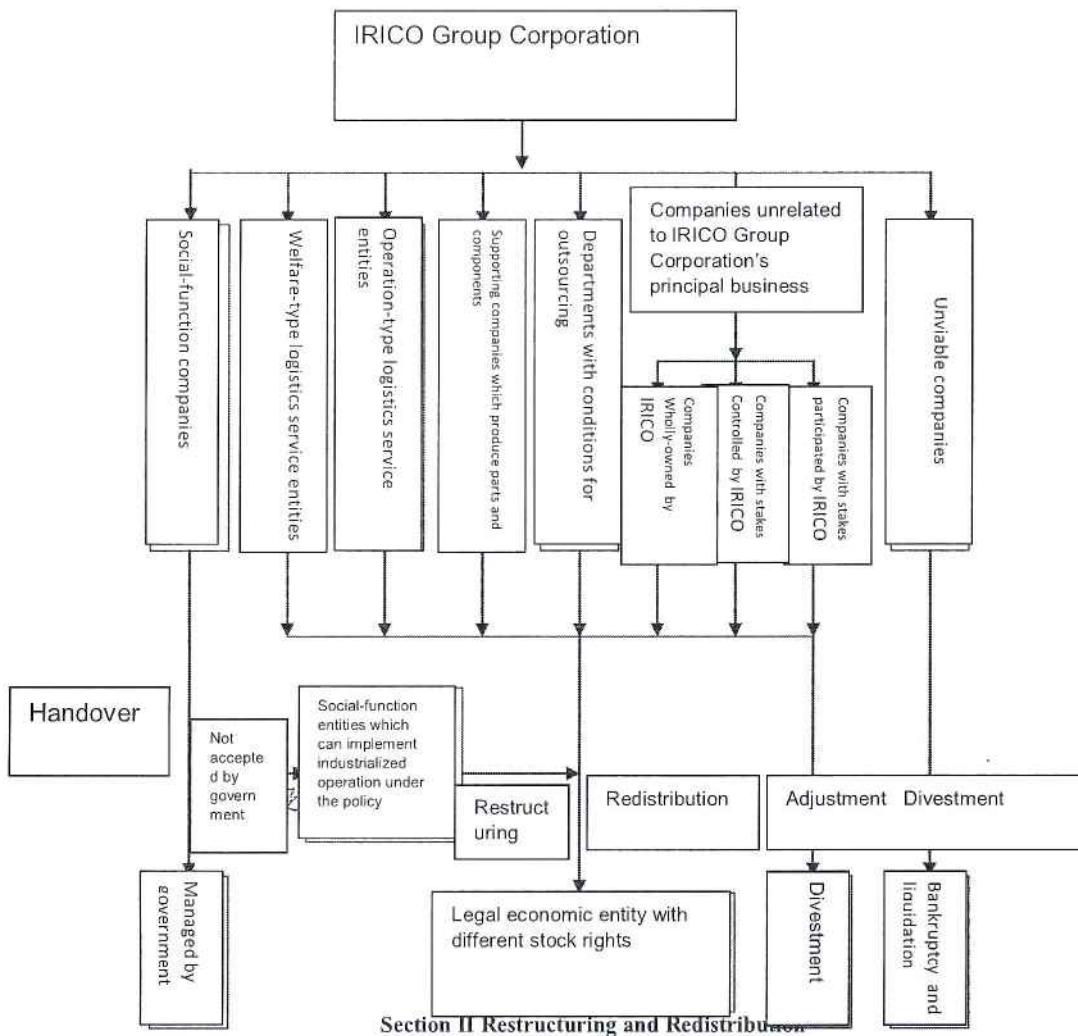
1. Restructuring and redistribution method is applicable to entities whose assets are one of the three types of assets of the principal business and whose employees are redundant employees of the principal business and which can implement industrialized operations.

2. Entities which are not allowed by the state to have industrialized operation, such as IRICO Group Corporation Public Security Office, junior high and primary schools run by IRICO (compulsory education phase) and companies with stakes participated by IRICO Group Corporation, cannot have their secondary businesses separated from principal business by way of restructuring and redistribution. Secondary business entities other than those can have their secondary businesses separated from principal business by way of restructuring and redistribution.

3. Secondary business entities with assets as one of the three types of assets of the IRICO Group Corporation's principal business and employees as principal business redundant employees who need to be downsized and are well-positioned for market operations shall be separated from IRICO Group Corporation's principal business mainly by way of restructuring and redistribution.

In conclusion, restructuring and redistribution are the main ways for separation of principal and secondary businesses in the light of actual circumstances of IRICO Group Corporation.

Diagram: Schematic diagram of separation of principal and secondary businesses of IRICO Group Corporation



I. General concept of restructuring and redistribution

(I) General concept

(1) To restructure and create market-facing, independently audited, self-sufficient legal person economic entities (encourage becoming private-sector operations), redistribute redundant employees and eventually clarify and marketize property right relationships, labor relationships and superior-subordinate relationships making use of IRICO Group Corporation's three assets which are well-positioned for business operations. This is to lay the foundation for developing and expanding secondary businesses on the basis of downsizing the main establishment.

(2) Restructured companies which are market-viable and operators and employees ready for restructuring shall be directly restructured into legal person economic entities controlled by non-state-owned legal person. Those ineligible can continue to be controlled by state-owned legal person but must become self-sufficient and market-facing with clear property rights and independent auditing besides working out plans and making various preparations for developing into companies controlled by non-state-owned legal person.

(3) When carrying out said separation and restructuring, the relationship between employees, especially regular employees and entities they belong to shall be clarified according to law. Redundant employees of redistributed companies to be restructured as companies controlled by non-state-owned legal person, the former company shall dissolve employment contracts with them pursuant to the law and pay monetary compensation; the employees shall sign an employment contract with a term no less than 3 years with the restructured companies. Redundant employees of redistributed companies to be restructured as companies controlled by state-owned legal person, the former company and restructured company may change the employment contracts pursuant to state rules, the employer subject shall shift from former company into restructured company.

(II) Targets to Achieve

1) Companies viable for restructuring shall adjust the property rights composition and improve the corporate governance structure. Upon restructuring, unitary state-owned companies shall be transformed into non state-owned enterprise adapting the company system with diversified property rights structure. Those not viable for the time being shall also pursue diversification of property rights. In principle, state-owned shares shall not exceed 75%.

2) To redistribute redundant employees for optimization of labor composition. Upon completion of capacity transformation of all employees, the company may change the basis of opening position from people to operation needs. Jobs shall be opened for competition and the company's competitiveness shall be strengthened by reducing wage costs and increasing labor productivity rate.

In conclusion, secondary business entities well-positioned to survive in the market shall be restructured into market economy subjects with qualification of independent legal person pursuant to the Company Law and develop and expand amid competition. Employees should have their state-owned employee capacity changed on the basis of proper replacement so as to increase their market awareness and competitiveness.

II. Three types of assets available for restructuring and redistribution

1. Definitions and scope of the three types of assets

The bases for defining the three said assets include: (1) Definitions for content of the 'three types of assets' in Document No. 859 and the related documents; (2) Development strategies of IRICO Group Corporation and the standard and scope for determining IRICO Group Corporation's principal and secondary businesses. Specifically, all assets included in the secondary business scope are within the scope of the three types of assets; they are non-principal

business assets. Currently, IRICO Group Corporation have no effective market viable idle assets being left idle for more than 1 year, neither has the IRICO Group Corporation closed bankrupt companies for policy reasons, so there are no considerably profitable bankrupt company assets which fit with China's industrial policies.

Therefore, **IRICO Group Corporation's three types of assets are its non-principal business assets which include secondary business assets, assets of logistics service entities and other assets which are little-associated with the principal business.** Because some of the Company's social-function assets such as assets of Public Security Office and IRICO Group Corporation's owners' right in stake-participating companies, are not to be restructured and redistributed, they should be deleted from non-principal business assets. The remaining non-principal business assets are non-principal business assets which can participate in the restructuring and redistribution.

2. General situations of the three types of assets

(1) Main products and services involved in the three types of assets

Logistics services including company-run schools, medical services, architectural design, supervision of construction works and assembly, guesthouse reception, infant education, property management, protection of public order, and some of the production companies which provide CRT support. Also, the products and services of some companies are not associated with IRICO Group Corporation's principal business.

(2) Use and efficiency of the three types of assets

Overall efficiency of the three types of assets is relatively poor. Some of them have significantly depreciated due to market changes. Some of them belong to welfare facilities without capacity to operate as businesses. Some of them are assets to be used for IRICO Group Corporation's supporting production but they have low added value and average efficiency due to high labor cost. Also, bad assets represent a relatively high percentage in the three types of assets.

(3) Total amount of the three types of assets and their percentages in total assets

Preliminary accounting shows that non-principal business assets are in the amount of RMB1.7 billion representing approximately 23% in IRICO Group Corporation's total assets.

III. Employees involved in the restructuring and redistribution

1. Overview

The restructuring and redistribution involve 3853 redundant employees representing approximately 18% of all IRICO Group Corporation's employees and 36% of permanent employees.

2. Social security

The IRICO entities to be restructured and redistributed are participants of social coordination including pension, sickness, unemployment and housing provident fund, etc. pursuant to the rules of the country, Shaanxi Province and Xiangyang city. Socialized management has been implemented for the retired employees, no entity has defaulted in social security premium payment.

3. Debts to employees

The restructured and redistributed entities owe no debts to employees such as wage in arrears, pool fund or social security premiums.

Attached: **Breakdown of IRICO Group Corporation's three types of assets and the employees involved**

(As at October 2003)

No.	Type of assets involved and unit	Amount of assets (Unit: RMB)	Number of employees involved
1	IRICO Hospital	12272601	150
2	IRICO School	76102381	229
3	Training Centre	1994856	40
4	Three Productions Company (Incl. subsidiary entities)	59925425	552
5	Labor Services Company (Incl. subsidiary entities)	80510000	111
6	Construction Engineering Company	10479099	78
7	Materials Company	13234605	200
8	Sales Company	2974560	67
9	China Electronic Device Industrial Corporation	562319639	189
10	Shenzhen Hongyang Industry and Trade Company	244022127	4
11	Xi'an IRICO Electrical Appliance Industrial Co., Ltd	77999911	1373
12	Shenzhen IRICO Electronics Company	29409679	8
13	Shaanxi IRICO Fluorescent Materials Company	171093575	240
14	IRICO Electronics Screen Plant	18654057	159
15	Caiqing Electronics Company	66500336	237
16	Caihong Import and Export Company	233810376	65
17	IRICO Haikou Hot Spring Hotel	79995391	20
18	IRICO Kindergarten	(Incl. in Three Production's figures)	112
19	IRICO Packaging Factory	Stake-participating company	11
20	Shenzhen Royal Information Company	Stake-participating company	8
	Total	1741298615	3853

IV. Principle for restructuring and redistribution

(1) Restructuring and redistribution requires adjustments of and integration with business, assets and establishment structures, attention should be paid to integration of resources so as to increase market viability of restructured companies.

Due to factors in such aspects as management systems and profit patterns, intensive horizontal competition and splitting of resources exist within the IRICO Group Corporation. Not only do they unnecessarily result in internal consumption, but they also prevent resource advantage to play its role thus weakening the Company's competitiveness. Therefore, both principal and secondary businesses should pay attention to restructuring of assets, employees and businesses in the process of separation of principal and secondary businesses, restructuring and redistribution.

(2) Coordinate planning, step-by-step implementation, maturity of one shall be followed by restructuring of another To restructure assets and businesses of secondary business entities according to targets favorable to maintaining stability and increasing market competitiveness. Generally, employees shall be redistributed according to their own entities and positions. For companies with operation capacity and are viable for restructuring, IRICO Group Corporation should withdraw its state-owned stakes or only keep stake-participating status. For companies with operation capacity but not yet viable for restructuring yet, IRICO Group Corporation may temporarily maintain its share-controlling status but create conditions for withdrawal as soon as possible.

5. Primary Forms of Enterprise Restructuring and Redistribution and Arrangement of Stock Rights

(1) Types of enterprise restructuring and reposition of redundant personnel

IRICO Group Corporation will, in light of the actual conditions of the secondary business entities and in accordance with the provisions of the Company Law and other relevant laws and regulations, take full advantage of market resources and measures, gradually diversify the subjects of property rights by means of joint investment, cooperation, selling, renting, contracting, and so on, encourage the employees, operators and social investors to make investment in the enterprises subject to restructuring and redistribution, and allow the employees to convert their economic compensation into shares of the enterprises subject to restructuring and redistribution.

The primary method of restructuring and redistribution is to change the non-core enterprise into limited corporation with diversified share ownership, and most of the non-core enterprises will, directly or by two steps, be restructured into limited company with diversified share ownership, which is controlled by non-State-owned legal person.

(2) Separation of principal and secondary businesses, and arrangement of stock rights of enterprises subject to restructuring and redistribution

1) Any enterprise subject to restructuring and redistribution that possesses the conditions for market survival will be directly restructured into a limited company controlled by non-State-owned legal person. IRICO Group Corporation may make one-off share withdrawal of its State-owned legal-person shares or maintain a share-holding position, but in principle the shareholding ratio shall be lower than 20%.

2) With regard to any enterprise subject to restructuring and redistribution that does not possess conditions for market survival, IRICO Group Corporation shall make overall arrangement and withdraw its shares step by step, and in principle the shareholding ratio of IRICO Group Corporation shall be lower than 75%.

3) With regard to any social organization run by enterprises which the government is not willing to take over and for which industrial operations is allowed according to State policies, IRICO Group Corporation may restructure it into a corporate economic entity, and its arrangement of stock rights can refer to the model of restructured enterprises.

6. Disposal of Assets, Credits and Debts of Enterprises Subject to Restructuring and Redistribution

(I) Basic principles

1. To divest non-operational assets to avoid unreasonable social burdens.
2. To divest bad assets and idle assets to improve the quality of assets.
3. To make effort to bring in incremental assets. To inject incremental funds and revitalize the stock of assets, by bringing in strategic investors, operators and employees as shareholders.
4. To take full advantage of the three categories of assets to develop ancillary secondary businesses and make arrangements for redistributed personnel.
5. To comply with the principle of “assets follow business”, namely, assets that are closely related to the production and operation of an entity subject to restructuring will remain in such entity so as to keep the completeness of assets and to ensure that such entity subject to restructuring has an independent and integrated business system.
6. To divide the credits and debts in accordance with the principle of relevance, i.e., relevance to asset, relevance to business and relevance to personnel.

(II) Disposal of assets, credits and debts

1. Disposal of assets

(1) Scope of assets and basic procedures of disposal

1) For the purpose of this Scheme, assets included in the scope of secondary business shall refer to assets that are not principal business assets, idle assets and effective assets of close-down and bankrupt enterprises, namely the so called “Three Categories of Assets”, and the amount of assets included in the scope of non-core business shall be subject to the net State-owned assets determined after assets inspection, audit and assessment. Whether to grant discount to a secondary business enterprise or relevant secondary business assets will be decided on asset quality and profitability.

2) The ownership shall be straightened out for the assets possessed by the enterprises to be restructured.

With regard to an enterprise of which the ownership is not clear or disputed (such as IRICO Labor Service Company), first of all, the ownership shall be defined or the dispute over ownership shall be mediated; with regard to an enterprise of which the proof of contribution is complete but the ownership is not clear, relevant procedures shall be supplemented according to rules.

3) IRICO Group Corporation will take the lead and all enterprises subject to restructuring and redistribution shall cooperate during the all-around registration and inspection of various categories of assets of the enterprises subject to restructuring and redistribution, the full check of various categories of assets and credits and debts on the books, and the preparation of the balance sheet and the schedule of assets. In the inspection of assets, the inspection work shall extend to the enterprise invested in, for any long-term investments actually controlled.

4) With regard to any loss of assets found during inspection, including bad debt losses, inventory losses, loss from fixed assets and projects under construction, guarantee-related losses, equity investment losses, credit investment losses, losses from running the transaction of securities, futures and foreign exchanges, and other asset losses, the loss of assets shall be confirmed or written off in accordance with the relevant provisions of the Notice of the Ministry of Finance on Issuing the Interim Measures for Accounting Treatment of Enterprise Asset Losses (Cai Qi [2003] No. 233) and the Work Rules for the Determination of the Asset Losses of State-owned Enterprises promulgated by the State-owned Assets Supervision and Administration Commission of the State Council.

5) The result of assessment of the State-owned assets of the enterprises subject to restructuring redistribution, that is, the net State-owned assets shall, first of all, be used to make economic compensation to the personnel joining the enterprises subject to restructuring and redistribution that are controlled by non-State-owned legal person, and the standard for compensation shall be made in accordance with the document Ref. [2003] No. 21 promulgated by the State-owned Assets Supervision and Administration Commission of the State Council (hereinafter referred to as "SASAC").

6) The insufficient part after all reserves and payments are made as required from the net State-owned assets of any enterprise subject to restructuring and redistribution will be made up by IRICO Group Corporation; if there is surplus after all payments have been made as required from the net State-owned assets of any enterprise with large scale assets, the surplus may be sold to the personnel (including the operators) of the restructured enterprise or to outside investors, or may be kept in the restructured enterprise by means of renting, share purchase, conversion to credit, etc..

7) Assets that are scattered in different enterprises but in related businesses will be restructured together by IRICO Group Corporation pursuant to the market conditions in terms of business and assets, and the personnel involved will, in principle, be handled in accordance with the principle of "Personnel follows Business".

8) With regard to the assets that have no market prospect or of which the quality is poor, disposal shall be made in a timely manner if calculation of profit and loss can be carried out in accordance with the law. With regard to the assets that cannot be charged to profit or loss, the enterprise subject to restructuring and redistribution shall provide sufficient evidence and IRICO Group Corporation will grant preference upon study and confirmation within 10% of the assessment value; any part exceeding 10% of the assessment value shall be reported by IRICO Group Corporation to the SASAC for confirmation.

9) With regard to the divested assets that are not included in the scope of enterprises subject to restructuring and redistribution but are viable for operation, an enterprise legal person with independent accounting may be established and part of the redundant personnel could be arranged accordingly; with regard to the divested assets that are not eligible for operation, methods of disposal such as public sales and running under lease may be adopted, and the income obtained shall be used with priority given to situating the redundant personnel; with regard to the divested assets that fail to meet the aforesaid conditions, IRICO Group Corporation or any enterprise subject to restructuring and redistribution that is willing to accept such assets may carry out temporary management.

(2) Method and content of assets disposal

1) IRICO Group Corporation will divest non-business fixed assets, idle fixed assets and fixed assets to be abandoned, divest the inventory to be abandoned and the overstocking inventory, and divest the credits (including products sold on credit) that will become due after three or more years without hope for recovery.

2) After overall restructuring, IRICO Group Corporation will, in light of the actual situation and with an eye on the future development strategy of company, adopt multiple methods to carry out restructuring of its subordinate entities and conduct the operation in accordance with the law. IRICO Group Corporation will choose the appropriate method of restructuring according to the actual situation and characteristics of its subordinate entity, such as shareholding by employees, shareholding by operators, joint stock-holding partnership, contract operation, operation under lease, sales, etc.

3) When the net assets of a subordinate entity to be restructured are insufficient, IRICO Group Corporation may: (1) convert its credit in the entity to be restructured into net assets; (2) assume the debts that it intended to leave to the entity to be restructured; (3) transfer from other entities relevant physical assets needed by the entity to be restructured; or (4) reduce its shareholding ratio that it intends to have.

When the net assets of a subordinate entity to be restructured are more than sufficient, IRICO Group Corporation may: (1) convert some assets to leasing assets; (2) convert part of the assets into debts owed to it by the entity to be restructured; or (3) sell the entity to be restructured to social legal persons and natural persons.

(3) Disposal of bad assets and idle assets

1) Bad assets sorted out by IRICO Group Corporation (subject to the amount confirmed by audit), including bad credits past due by three or more years, inventory losses, losses from fixed assets, etc., shall be reported to the Ministry of Finance (hereinafter referred to as "MOF") for approval of write-off; IRICO Group Corporation or the State-owned assets management company will continue to sort out and seek to recover those bad assets that does not meet the conditions and cannot be written off.

2) With regard to the idle fixed assets that are sorted out by IRICO Group Corporation and are viable for operation, IRICO Group Corporation will establish an enterprise legal person and situate the redundant personnel; the assets not viable for operation will be publicly auctioned to other entities and individuals (a written statement shall be presented to the authority in charge of the examination and approval of State-owned capital in case the selling price is more than 10% lower than the assessed value), or leased to other entities and individuals with a leasing contract to be entered into (the leasing fee shall be concluded with reference to the bank loan interest rate for the same period. The idle fixed assets that cannot be disposed in accordance with the methods mentioned above shall be subject to the management of IRICO Group Corporation.

(4) Disposal of non-productive assets

Non-operational assets of IRICO Group Corporation that have been assuming social functions will be divested and handed over to relevant departments of the local government free of charge after full negotiation with the local government and the State-owned capital of IRICO Group Corporation shall be reduced accordingly. As for the divested non-operational assets that government is not willing or able to accept but is eligible for industrialized operation according to the policies, IRICO Group Corporation may establish a corporate economic entity with relevant assets in accordance with the law or adopt the methods of leasing, contract operation, sales, and so on.

2. Disposal of credits and debts

(1) Principles for disposal of credits and debts

1) Principle of "credits and debts follow assets". When assets go into a subordinate entity to be restructured, the corresponding debts shall also be assumed by the same entity. For any debt which can be confirmed as incurred by particular assets or businesses, when such asset or business goes into an entity to be restructured, the debt shall also be assumed by the same entity.

2) Principle of legality. Guarantee that the assumption of debts by an entity to be restructured has gone through legal and complete formalities, and the origin of such credits and debts shall be clear and legal.

3) Principle of respecting the right of creditor. Before a debt is assumed by an entity to be restructured, opinions of the creditors shall be solicited in advance and the creditors shall negotiate to implement the debt.

4) Principle of moderation. With a view to ensuring that the financial structure of an entity to be restructured is stable and reasonable, IRICO Group Corporation shall fully consider the credit and debt such entity has or owes to it and the scale of net assets of such entity.

(2) Method to implement credits and debts

1) IRICO Group Corporation will take overall charge of the consolidation and verification of the credits and debts of the enterprises to be restructured, conduct necessary audit, identify the creditors and debtors and enter into debt preservation agreement with the creditors and debtors.

2) Any restructured enterprise that used to be an independent legal person shall continue to assume and implement the existing credit and debt relations; any restructured enterprise that is separated from a main enterprise shall assume debts according to the agreed proportion.

3) As for any secondary business entity subject to overall restructure, the corporate enterprise established will succeed all credits and debts of the original entity; as for any entity restructured by means of separation, relevant credits and debts shall be succeeded by all parties established after separation; as for entities restructured by means of merger, the entity established after merger will succeed the credits and debts assumed by all entities before the merger.

4) The debts inside IRICO Group Corporation (including the surplus of the net State-owned assets of an enterprise subject to restructuring after all payments made as required during restructuring, which is kept in the restructured enterprise by means of being converted into credits of IRICO Group Corporation) cannot be offset as a result of the separation of core business and non-core business or the restructuring and redistribution, and shall be sorted out in a timely manner by relevant entities under the organization of IRICO Group Corporation. Relevant entities shall formulate practical repayment plans and make payment as scheduled.

All salaries, medical fees, pool resources and other fees owed to the employees shall be settled before the restructuring and may be directly deducted from the net State-owned assets.

5) IRICO Group Corporation debts owed to the redundant personnel subject to reposition such as pool resources, salaries (owed), medical fees and outstanding social insurance shall be handled in accordance with Article 17 of the No. 313 Document of the MOF and may be paid from the net assets of enterprise.

7. Disposal of Land Use Rights of Enterprises subject to Restructuring

In accordance with relevant laws and policies of the State and the People's Government of Shanxi Province on the management of land resources and with a view to implementing the land policies related to the arrangement of redundant personnel in case of separation of core business and non-core business and restructuring of the State-owned enterprises, it is confirmed:

1. If the land currently used by an enterprise subject to restructuring and redistribution is a land of which the land use right was obtained by IRICO Group Corporation by transfer and which will affect the overall planning of IRICO Group Corporation, the enterprise subject to restructuring and redistribution shall, in principle, use the land by means of leasing.

2. If the land currently used by an enterprise subject to restructuring and reposition of redundant personnel is a land obtained by IRICO Group Corporation through administrative allocation, the enterprise subject to restructuring and redistribution can continue to use the land by means of administrative allocation provided that the land

use purpose shall not be changed and the prior approval of the people's government of the local county or above; if it's necessary to change the land use purpose, verification shall be made in accordance with the Catalog of Lands Allocated (Decree No. 9 of the Department of Land and Resources), and the entity above can continue to use the land by means of allocation provided that the purpose of land after change conforms with the Catalog of Lands Allocated; if the purpose of land after change does not conform with the Catalog of Lands Allocated, the entity above shall go through the formality for compensable use of land in accordance with the law, and it is allowed to use the land transfer fees to pay the cost of restructuring.

3. Upon full negotiation with IRICO Group Corporation and approval by the competent authority of land and resources, an enterprise subject to restructuring and redistribution may accept the transfer of the State-allocated land use right it currently uses, go through the formality together with IRICO Group Corporation for the transfer with the competent authority of land and resources in accordance with the law and pay relevant fees.

8. Methods for Redistribution of Redundant Personnel

(I) Principles for redistribution of redundant personnel

1. Principle of properly dealing with the relationship of reform, development and stability

IRICO Group Corporation shall, with a view to achieving its overall target of restructuring and reposition of redundant personnel and in consideration of the ability to tolerate of enterprise, employee and society, adopt different methods to arrange redundant personnel under different situation.

2. Principle of adjusting labor relations in accordance with the law

Enterprises shall adjust the labor relations between the enterprise and its employees during the restructuring. During the adjustment of labor relations, the enterprise shall give consideration to the interests of all parties, properly deal with the relation between reform and stability, safeguard the legitimate rights and interests of the enterprise and its employees, and achieve harmonious and stable labor relations.

3. Principle of standard operation

IRICO Group Corporation shall, within the framework of the overall enterprise structuring scheme and in accordance with relevant laws, regulations and policies, work out the scheme for reposition of redundant personnel, which shall be deliberated and adopted by the employees' representatives or labor union of the enterprise to be restructured and shall be implemented after being verified and archived IRICO Group Corporation

4. Principle of "personnel following assets" and "personnel following business"

The regular employees of an enterprise (entity) before restructuring shall, in principle, be arranged for by the restructured enterprise.

5. Principle of maintaining the continuity of policy

The standards for compensation collected by any personnel who terminates labor contract and gets employed or searches for jobs in society and the standards for living costs collected by early retiring personnel shall be consistent before and after restructuring among the subordinate enterprises of IRICO Group Corporation and shall be in balance with the standard of similar enterprises in this region.

(II) Defining the scope of redundant personnel subject to reposition

For the purpose of this Scheme, redundant personnel subject to reposition shall refer to the regular employees of

the secondary businesses, logistics services and other entities with little relation with any principal business that shall be separated in accordance with the national industrial policy as well as the requirement of enterprise development strategy and the principle of division of labor on the basis of specialization, and the regular employees among the redundant personnel caused by industrial restructure and product restructure, including:

1. Regular employees of entities deemed as "Three Category Assets" in accordance with the spirit of the document Ref. Guo Jing Mao Qi Gai [2002] No. 859, including the on-post employees, post-waiting employees, employees under job-protected leave and other non-employed personnel of such entities.
2. Regular employees in the principal businesses who shall be cut and subject to reposition.

(III) Approaches for redistribution of redundant personnel

1. Redistributed to the restructured enterprise. An employee signs a new labor contract with the restructured enterprise and continues employment in the restructured enterprise. This is the primary way of redistributing redundant personnel.

2. In consideration of the actual difficulty of re-employment of elder employees, enterprises may go through the formality for removing an employee who is within five years from the statutory age for retirement from his / her posts for rest (i.e., internal retiring ahead of schedule) with reference to Decree No. 111 promulgated by the State Council in 1993 and the document Ref. Guo Fa [2000] No. 42. During such rest period, the enterprise will not arrange any post to the employee and shall distribute living expenses to the employee on a monthly basis, and the employee shall go through the formalities of official retirement after satisfying the conditions for retirement as stipulated by the law.

3. An employee who satisfies the conditions for early retirement can go through the formality for early retirement in accordance with relevant provisions of the State.

4. With regard to an employee whose labor contract expires in the process of enterprise restructuring, the original labor contract terminates automatically and IRICO Group Corporation will not renew the labor contract with him / her in principle. If he / she is employed by the restructured enterprise after competition for post, a new labor contract shall be entered into with the restructured enterprise.

5. Self-search for jobs. In the process of enterprise restructuring, an employee who does not satisfy the conditions for internal retiring ahead of schedule or early retirement may voluntarily apply for early termination of the labor contract with the enterprise and search jobs in society.

(IV) Handling of various labor relationships in the process of redistribution of redundant personnel

Firstly, IRICO Group Corporation shall strictly implement the Notice of the Ministry of Labor on Issues of Labor Contract Performance during Enterprises' Implementation of Stock System and Stock Cooperative System Reform (Lao Bu Fa [1998] No. 34). First of all, IRICO Group Corporation shall implement the provisions on preceding consultation regarding the change to labor contract with the employee, and IRICO Group Corporation (or Shaanxi Color Picture Tube Plant in some case) may terminate the labor contract with the employee subject to reposition in case of failure to reach agreement on the change to the labor contract through consultation; IRICO Group Corporation shall, at the same time, inform the employee who is going to be subject to redistribution of the termination of the original labor contract thirty (30) days in advance.

Secondly, the original labor relation shall be dealt with in accordance with the law depending on the methods of and corresponding policy on the reposition of redundant personnel:

1. Employee employed by restructuring enterprise

(1) After termination of the original labor contract with IRICO Group Corporation, an employee repositioned in a restructured enterprise controlled by non-State-owned legal person can obtain the economic compensation in accordance with the standard prescribed in the document Ref. [2003] No. 21 of the SASAC, (such economic compensation shall not be paid by cash in principle, and the employee may choose to convert such economic compensation into shares or credits of the restructured enterprise and participate in the profit distribution by the restructured enterprise), and the restructured enterprise and the employee will enter into a new labor contract and the employee's working years in the restructured enterprise shall be recalculated. The term of the new labor contract shall be determined by the restructured enterprise and the employee through mutual agreement, and it shall be no shorter than three years if the restructured enterprise and the employee fail to reach mutual agreement through consultation.

(2) After termination of the original labor contract with IRICO Group Corporation, no economic compensation will be made to an employee repositioned in a restructured enterprise absolutely controlled by a State-owned legal person, and the employee's working years before and after restructure shall be consolidated and the compensation standard in the preceding paragraph shall be referred to after the structured enterprise is changed to an enterprise controlled by a non-State-owned legal person; the restructured enterprise and the employee will enter into a new labor contract, and the restructured enterprise and the employee shall continue to perform the rights and obligations in the original labor contract. If the employee's position is changed and he/she is not competent for work after such change, the restructured enterprise may adjust the position of the employee or provide relevant training, or make changes to the labor contract upon mutual agreement through consultation.

If the restructured enterprise and the employee cannot reach mutual agreement through consultation on changing the term of the labor contract, the remaining term of the original labor contract shall be completed; if the remaining term of the original labor contract is shorter than three (3) years, it shall be extended to three (3) years.

2. Employee internally retired ahead of schedule

(1) As for an employee who has internally retired ahead of schedule before the restructure, IRICO Group Corporation will continue to perform the agreement on internal retiring ahead of schedule entered into with such employee.

(2) At the time of restructuring and redistribution of redundant personnel among the enterprises, an employee who satisfies the conditions for internal retiring ahead of schedule and applies for internal retiring ahead of schedule may enter into an agreement on internal retiring ahead of schedule with IRICO Group Corporation, and the retirement office of IRICO Group Corporation will take charge of the relevant management (except for China National Electronics Devices Corporation).

(3) As for an employee who has made early retirement in the process of restructuring and reposition of redundant personnel, IRICO Group Corporation will take full responsibility and make unified solution based on the current early retirement benefits of IRICO Group Corporation. Such employee's living expenses and the social insurance contributions made by enterprise before the statutory retirement age shall be used for specified purpose only and will be incorporated into the unified social Insurance premiums after such employee reaches the statutory retirement age and goes through the official retirement formality. China National Electronics Devices Corporation will reserve relevant costs from its net State-owned assets and manage its early retiring employees.

3. Employee searching for jobs in society

If an employee voluntarily terminates the labor contract with the enterprise in the process of restructuring and search jobs

in the society, the enterprise shall, in accordance with relevant provisions, terminate the labor contract, make economic compensation to the employee, go through the formality for termination of labor contract within the time limit, transfer the files, make unemployment registration, etc.

4. Employee losing the capability to work due to work-related injury (including occupational disease)

Any employee who has lost complete or a majority of his/her work ability due to work-related injury (including occupational disease) shall be subject to the Regulations on Work-Related Injury Insurance and have the right to enjoy work-related injury insurance benefits.

As for an employee who suffers from occupational disease or work-related injury and has lost part of his/her working ability, if he/she requires to terminate the labor contract with the enterprise, the enterprise shall terminate the labor relation and give economic compensation to him/her after making calculation and payment of the medical expenses, salaries payable and other costs wholly for once.

5. Employee suffering from disease or non-work-related injury

As for an employee who suffers from disease or non-work-related injury and is within the stipulated medical period, the economic compensation may be calculated in advance and reserved, and the enterprise may terminate the labor contract and give economic compensation upon expiry of the medical period; or the enterprise may, upon mutual agreement through consultation with the employee, terminate the labor contract and give economic compensation after making advance payment of the salaries payable and relevant benefits for the medical period.

In accordance with the provisions of the document Ref. Lao Ban Fa [1994] No. 214, as for an employee who suffers from mental disease and is assessed as loss of working ability, IRICO Group Corporation may terminate the labor contract with him/her and pay to him/her the medical subsidy equal to his/her standard salary of three months to six months.

When terminating the labor relation, the enterprise shall make payment of the medical subsidy not lower than six-month salaries in addition to the economic compensation to the employee who suffers disease or non-work-related injury. As for an employee who suffers serious disease or incurable illness, the enterprise shall appropriately increase the medical subsidy, and the part increased for employee suffering serious disease and incurable illness may not be lower than 50% and 100% of the medical subsidy respectively.

6. Handling of some abnormal labor relations

(1) With regard to an employee who works in a limited company subordinated to IRICO Group Corporation and has actual labor relation with such limited liability but whose employment relation is still in IRICO Group Corporation without any change, the employer in the labor contract shall be changed into the limited company and whether to make economic compensation shall be decided in accordance with the nature of the limited company that he/she works for.

(2) Long-term post-waiting, long-term study, long-term seconded, long-term “no service and no payment” and other abnormal labor relations shall be dealt with in accordance with the following provisions:

1). With regard to a long-term post-waiting employee, the labor relation with IRICO Group Corporation shall be terminated, and he/she can get the economic compensation after changing his/her status. According to the two-way selection principle, if the restructured enterprise accepts him/her, he/she will work in such enterprise and enter into a new labor contract with such enterprise; if he/she is not willing to accept reposition or the restructured enterprise is not able to accept him/her, IRICO Group Corporation shall terminate the labor relation after making payment of the economic compensation in accordance with the law.

2). With regard to an employee under the circumstance of long-term study, IRICO Group Corporation shall inform him/her to return to the company and deal with the labor relation within a specified time limit. If IRICO Group Corporation and the employee agree to maintain the labor relation after consultation, changes shall be made to relevant provisions of the labor contract to define the rights and obligations during the period of study; if the consultation fails, IRICO Group Corporation shall terminate the labor relation and make economic compensation.

3). With regard to an employee lent out long term, IRICO Group Corporation shall make the employer clear with the entity borrowing the employee. If the entity borrowing the employee officially hires the employee, the labor relation with IRICO Group Corporation shall be terminated and a new labor contract shall be entered into by the entity borrowing the employee and the employee (if the entity borrowing the employee is a non-State-owned enterprise, economic compensation shall be paid by IRICO Group Corporation). If entity borrowing the employee is not willing to officially hire the employee, IRICO Group Corporation shall change the labor contract with the employee in accordance with the law; if no agreement is made on the aforesaid changes through consultation, the labor relation with IRICO Group Corporation shall be terminated and IRICO Group Corporation shall pay economic compensation to the employee.

4). With regard to an employee who provides no service and receives no payment, IRICO Group Corporation may terminate the labor contract in accordance with the law without making any economic compensation.

7. Employee whose labor contract expires in the process of restructuring

With regard to an employee whose labor contract expires in the process of restructuring, the labor contract shall terminate automatically and IRICO Group Corporation will not renew the labor contract with him/her in principle and will pay the living subsidy to him/her in accordance with the document of the Ministry of Labor and Social Security Ref. Lao She Ting Han [2001] No. 280.

If an employee satisfies the retiring conditions upon expiration of his/her labor contract, he/she may go through the formality for retirement and collect the pension; if an employee does not satisfy the retiring conditions upon expiration of his/her labor contract, the enterprise shall assist him/her to make unemployment registration and collect unemployment benefits. (Lao Bu Fa [1996] No. 354)

(5). Handling of social insurance account

After enterprise restructuring, the transfer and succession of the employees' social insurance account shall be carried out as required. As for employees arranged to restructured enterprises or other enterprises, their employer and themselves shall continue to participate in social insurance; as for employees who search for jobs in the society, the provisions of the local social security administrative authority shall apply.

IRICO Group Corporation shall actively coordinate with the social security administrative authority and undergo the formalities for transfer of its employees' social insurance accounts. If the coordination is inconsistent and it is difficult to transfer the social insurance accounts, the social insurance accounts of the employees of the restructured enterprise may be temporarily managed by IRICO Group Corporation on behalf of the restructured enterprise upon approval of the local social security administrative authority, and the restructured enterprise and IRICO Group Corporation shall sign a custody agreement for employees' social insurance accounts. IRICO Group Corporation shall withhold and pay the social insurance premiums according to the standard specified by the social security administrative authority, and all costs thereof shall be borne by the restructured enterprise and the employees themselves.

If it is difficult to transfer the social insurance accounts of the employees who search jobs in the society, the social insurance accounts of such employees may also be temporarily managed by IRICO Group Corporation on their behalf upon approval

of the local social security administrative authority, and they shall enter into a custody agreement for their social insurance accounts. IRECO Group Corporation shall withhold and pay the social insurance premiums according to the standard specified by the social security administrative authority, and all costs thereof shall be borne by themselves.

(6). Costs related to reposition of redundant personnel

1. Economic compensation paid for termination of labor contract

In the event that an employee repositioned in a restructured enterprise controlled by a non-State-owned legal person terminates the labor contract with IRECO Group Corporation, IRECO Group Corporation shall pay economic compensation to the employee with its State-owned assets in accordance with relevant provisions of the State and such economic compensation may be converted into shares or credits in the restructured enterprise on voluntary basis by the employee.

The standard for economic compensation for termination of labor contract shall be subject to the provisions of the document Ref. Lao She Bu Fa [2003] No. 21.

Considering the actual situation of the subordinated enterprise of IRECO Group Corporation, the standard for economic compensation for termination of labor contract with the employees may be executed as follows:

(1) When an enterprise terminates the labor contract with an employee, the enterprise shall pay economic compensation, which shall be based on the working years that the employee works in such enterprise, equal to the employee's monthly average salary for every year (if the time is less than one year, it is also deemed as one year) he/she works in such enterprise. The employee's total economic compensation shall be calculated according to his/her actual employment ages in such enterprise.

The salary calculation standard for economic compensation shall refer to the average salary over the twelve-month period preceding the termination of the labor contract by the employee under the circumstance of normal operation of the enterprise. If the average monthly salary of the employee is lower than the average monthly salary of the enterprise, the payment shall be made in accordance with the average monthly salary of the enterprise.

To facilitate the calculation, the average monthly salary of the enterprise shall be determined based on the average monthly salary of IRECO Group Corporation in the previous year. If the average monthly salary of the enterprise is higher than average monthly salary of IRECO Group Corporation, the economic compensation may be calculated and paid based on the average monthly salary of the enterprise.

If the average monthly salary of an employee exceeds three times the average monthly salary of the enterprise or more, the economic compensation shall be calculated and paid based on the amount not more than three times the average monthly salary of the enterprise.

(2) IRECO Group Corporation shall make one-off payment in cash to an employee searching jobs by himself/herself as the economic compensation to for termination of the labor contract. In principle, the economic compensation shall not exceed the level of economic compensation that shall be paid when the enterprise terminates the labor contract.

(3) No economic compensation may be made to the following personnel for termination of the labor contract: titular or affiliated personnel who has no actual labor relation with the enterprise; personnel dealt with as voluntary resignation; personnel who settles down abroad (outbound) for private affairs; personnel whose labor contract is terminated in accordance with Article 25 of the Labor Law; personnel who resigns and terminates the labor contract.

2. Standard for living expenses of early retiring employees

The standard for living expenses of early retiring employees shall be determined by the enterprise pursuant to its actual

conditions. However, the standard for living expenses may not exceed the amount verified by the calculation method that is used to calculate the pension of normal retiring personnel in the province. The early retiring employees' individual contributions to pension insurance may remain the same as they are on duty or be paid based on their standard for living expenses.

Once approved, the standard for living expenses of early retiring employees shall not be subject to any adjustment until official retirement. When an early retiring employee satisfies the statutory retirement conditions, his/her basic pension after retirement shall be approved and calculated as required by the social security administrative authority.

3. In principle, the economic compensation and living expenses of early retiring employees that the enterprises shall pay for termination of labor contract in the process of separation of principal businesses and secondary businesses and the restructuring of secondary businesses shall be paid with the net State-owned assets of the restructured enterprises. The insufficient part of payment with the net State-owned assets of the restructured enterprises shall be made up for by IRICO Group Corporation.

4. Other costs that may incur in the process of restructure will be implemented in the enterprises one by one in accordance with the provisions of the State.

(7). Support and encouragement measures in the redistribution of redundant personnel

Firstly, in accordance with the spirit of the national re-employment meeting and the provision of the document Ref. No. 859, IRICO Group Corporation will extend its principal businesses upward during the implementation of relevant diversification strategy, extending the industrial chain, cultivating new profit driver, and vigorously increasing job positions. Secondly, IRICO Group Corporation will fully preach the policy, help the redundant personnel use the tax reduction and exemption and subsidy policies, and support the personnel in entrepreneurship and search for jobs in society. Thirdly, IRICO Group Corporation will look for proper social organizations to carry out training and guide the personnel to change their concept of employment. Fourthly, IRICO Group Corporation will establish incubation mechanisms for individual search for jobs, entrepreneurship, etc.

9. Total Amount, Sources and Payment of Economic Compensation

During the restructure and redistribution, any permanent employee who is employed by a restructured enterprise controlled by a non-State-owned legal person after reposition of redundant personnel shall be entitled to economic compensation when he/she terminates the labor contract with IRICO Group Corporation in accordance with the law.

1. Calculation standard of economic compensation

Economic compensation shall be subject to the provisions of the documents Ref. No. 859 and Ref. [2003] No. 21 of the Ministry of Labor.

2. After preliminary calculation, the economic compensation to be paid to the employees for termination of labor contract amounts to **RMB 164,021,106**.

3. The source of the economic compensation are mainly IRICO Group Corporation's net State-owned assets in the enterprises subject to restructuring and reposition of redundant personnel and the income obtained by IRICO Group Corporation through transfer of shares and liquidation of assets; the insufficient part of payment including economic compensation made in accordance with the law shall be made up by IRICO Group Corporation.

4. Payment of the economic compensation. After the Scheme becomes effective, an employee who agrees to terminate the labor relation after consultation shall enter into an agreement on terminating the labor contract with IRICO Group Corporation within the specified time limit and get the economic compensation in accordance with the law.

10. Handling of Several Issues in the Process of Restructuring and Redistribution

1. Related transactions

After separation of the restructured enterprises, the trading between IRICO Group Corporation and any restructured enterprise will be conducted fully in accordance with the market discipline and the principles of fairness and reasonableness as well as equality and voluntariness, and the transacting entities shall undertake corresponding civil obligations and enjoy corresponding civil rights in accordance with the civil contract.

2. Support policy for the enterprises subject to restructuring and redistribution

IRICO Group Corporation will provide certain policy support to the enterprises subject to restructuring and reposition of redundant personnel. Those policies mainly include:

- 1) IRICO Group Corporation will, according to the scheme for separation of principal and secondary businesses and restructuring and redistribution as well as the affiliated transaction agreements signed with the restructured enterprises, appropriately protect the internal market and, other factors being equal, prefer the products or services of the enterprise subject to restructuring and redistribution so as to fully reflect the spirit of “give them a leg up to get them going”.
- 2) Production and operation conditions of the enterprise subject to restructuring and redistribution.
- 3) To make use of the advantage of IRICO Group Corporation in management, technology and talents and provide guidance and help to the enterprises subject to restructuring and redistribution so as to facilitate the improvement of management and technology of such enterprises.
- 4) To help recommend operators to and supervise the legitimacy of the process of operator selection of the enterprises subject to restructuring and redistribution.
- 5) Fees shall be charged pursuant to the preferential policy with regard to the fixed assets of IRICO Group Corporation occupied by the enterprises subject to restructuring and redistribution; a certain period of support shall be provided to the enterprises subject to restructuring and redistribution that are not eligible for operation, and the fees shall be reduced year by year.

However, the principles that IRICO Group Corporation adopts in its support policies mentioned above are “internal entities first but no protection of laggard” and “priority subject to same competitive conditions”, with a view to facilitating the enterprises subject to restructuring and redistribution to actively reduce costs, upgrade quality, improve service and enhance market competitiveness as soon as possible.

The support policies mentioned above may be reflected in relevant agreements with the enterprises subject to restructuring and reposition of redundant personnel.

Section 3 Entities Participating in Restructuring and Redistribution and Scheme of Restructure (or Idea of Restructure)

I. List of Entities Participating in Restructuring and Redistribution and Their Basic Information (see the details in Attachment 3: List of Entities Participating in Restructuring and Redistribution and Their Basic Information)

II. Implementation Scheme of Restructuring and Redistribution for the 1st Batch of Pilot Entities Subject to Restructuring and Redistribution (four enterprises in total)

IRICO Construction Engineering Co., Ltd.
Scheme of Restructuring and Redistribution

I. Basic Information of Company

IRICO Construction Engineering Co., Ltd. (hereinafter referred to as "Engineering Company") was established in March 1993, a company owned by the whole people. Economic method is project management general contracting.

Xianyang IRICO Real Estate Development Corporation, Shaanxi IRICO Construction PMC Corporation and Shaanxi IRICO Construction and Engineering Design Institute are subsidiaries of IRICO Construction Engineering Co., Ltd. and are not subject to independent accounting.

By 31 December 2002, the company had assets of RMB 10,479,099.58 in total, debts of RMB 4,007,037.90 in total, and shareholders' equity of RMB 6,472,061.68 in total.

II. Analysis of Restructuring Conditions

1. Engineering Company has certain capability of survival and potential of market development.

Engineering Company has many qualifications but has not made use of their true value. At present, Engineering Company and its three subordinate companies have rich qualification resources, including the qualification of Grade C real estate development and construction contracting, Grade A project cost consultancy qualification, Grade B architectural design qualification, and Grade A PMC qualification, among which PMC qualification is the only Grade A PMC qualification in Xianyang City. Besides, the key personnel are all intellectuals with high quality.

2. Engineering Company operators and most of its employees are active in restructure.

3. The management team is united and has the spirit of market development.

Overall, the Engineering Company has certain capability of survival and potential of market development; the operators and employees relatively support restructuring; Engineering Company meets the conditions for one-time restructuring into a legal entity controlled by non-State-owned legal person.

III. Scheme of Restructure

(I) Form of restructure and shareholding structure

1. Form of restructure: being restructured into a limited liability company controlled by a non-State-owned legal person.

Engineering Company, Shaanxi IRICO Construction and Engineering Design Institute and Shaanxi IRICO Construction PMC Corporation are combined as one limited liability company that can implement EPC projects; Xianyang IRICO Real Estate Development Corporation is kept and reformed into a limited liability company of which the shares are held by its employees.

2. Shareholding structure

(1) IRICO Group Corporation transfers its shares in the aforesaid companies to the current operators and employees of Engineering Company and retain no more than 20% of its shares.

(2) The shareholding ratio of the operators and employees is more than 50%. The employee share ownership shall comply with the principle of leaning towards operators and sales backbones, while in principle the shareholding ratio of the operators may not exceed five times the average shareholding ratio of the common employees.

(3) The shareholding ratio of other private capital brought in shall be less than 30%.

(4) Sources of shareholders' contributions: IRICO Group Corporation uses the net assets after payment of the restructuring costs as its contributions; operators and employees make contributions with the economic compensation obtained and some self-raised cash; private capitals make contributions in the form complying with the Company Law.

3. Carriers of the shares of operators and employees

Since the number of operators and employees making contributions has exceeded the limit of fifty (50) shareholders in a limited liability company according to the Company Law, a trust and investment corporation or the legal representative of the labor union will be selected with priority as the carriers of the shares of operators and employees, holding shares on behalf of operators and employees; the representatives of the staff members of the company may be elected to hold the shares on behalf of operators and employees upon the decision of the employees who make contributions. The content of the shareholding entrustment agreement shall be agreed by the parties through negotiation and such agreement shall define the legal fact that the contributions are made on behalf of other.

4. Corporate governance structure:

(1) The company shall have the shareholders' meeting as the company's highest authority, which is composed by all shareholders of the company and exercises rights in accordance with the Company Law and the company's articles of association, and the rules of procedure and voting procedures of the shareholders' meeting shall be subject to the company's articles of association.

(2) The company shall have a board of directors as the company's top governing body, which is to be composed of 3 to 13 members nominated by the shareholders according to their proportional ratio of the equity interests held and elected by the shareholders' meeting. The board of directors shall be accountable to the shareholders' meeting and exercise the powers in accordance with the Company Law, the company's articles of association and the rules of procedure. The chairman of the board of directors shall be the legal representative of the company.

(3) The company shall have a board of supervisors as the company's supervisory authority, which shall be elected by and accountable to the shareholders' meeting. The board of supervisors is to be composed of 3 or more members and shall include the representatives of the staff members of the company. The board of supervisors shall have one chairman who is to convene the meetings of the board of supervisors.

(II) Condition of personnel and opinions on reposition of redundant personnel

1. At present, Engineering Company has 95 personnel, of which 78 are permanent personnel.

2. The aforesaid permanent personnel will terminate the labor contract with IRICO Group Corporation and get economic compensation.

3. Fifteen (15) personnel who satisfy the early retiring conditions may go through the early retiring formalities on the basis of voluntariness and then be incorporated by IRICO Group Corporation into its prevailing early retiring personnel management system for management.

4. With regard to the retired personnel, the enterprise will conduct handover work on relevant integrated fees with IRICO Group Corporation and turn it over to the retirement office of IRICO Group Corporation for management.

5. After getting the economic compensation, sixty (63) personnel will join a new company and enter into a new labor contract of at least three (3) years with the new company.

(III) Economic compensation and sources thereof

The estimated total amount of economic compensation needed is RMB 4,312,589.

The funds are mainly from IRICO Group Corporation's net State-owned assets in Engineering Company and the income obtained by IRICO Group Corporation through transfer of shares and liquidation of assets; the insufficient part of payment including economic compensation made in accordance with the law shall be made up by IRICO Group Corporation.

(IV) Disposal of assets

1. The building of IRICO Group Corporation that is now occupied by the company is not in the scope of restructuring and it will be taken back by IRICO Group Corporation and then leased to Engineering Company for use.
2. The IRICO Group Corporation takes back its undistributed profits of RMB 3,328,977.
3. After paying the economic compensation with the net assets that have been included in the scope of restructure and evaluated, IRICO Group Corporation prices and transfers 80% of the shares of the surplus net assets to the personnel and new social investors of Engineering Company, and the personnel of Engineering Company shall have the right of first refusal to the shares of IRICO Group Corporation.
4. The insufficient part of payment with the net assets shall be made up in cash by IRICO Group Corporation.

(V) Credits and debts

The credits and debts of the former restructured enterprise shall be succeeded and borne by the newly established company.

With regard to the debts inside IRICO Group Corporation, IRICO Group Corporation shall make unified coordination and debts repayment agreements shall be signed.

(VI) Policy support

Since Engineering Company has relatively weak market awareness and relatively poor market operation experience for a long time, IRICO Group Corporation shall provide certain support to Engineering Company within three (3) years in terms of the expansion and reconstruction projects of IRICO Group Corporation and financing.

IV. Youth League and Party Relations, Archives Management and Social Insurance Succession and Other Connection Work

After the company restructuring, relevant formalities for localized management shall be go though in accordance with the specific regulations of Shaanxi Province and Xianyang City.

Shenzhen IRICO Electronics Company
Scheme of Restructuring and Redistribution

I. Company profile

Shenzhen IRICO Electronics Company (hereinafter referred to as "Shenzhen IRICO") is an internally-linked enterprise for all jointly invested by IRICO Group Corporation, Shenzhen Special Economic Zone Development Group Co., Ltd. and Shenzhen Sangda Electronics Co., Ltd. Shenzhen IRICO was established in April 1989 with registered capital pf RMB 4,230,000 and is mainly engaged in the production and sales of magnet convergence used by color picture tubes and display tubes.

By 31 October 2003, Shenzhen IRICO had assets of RMB 35,081,883.57 in total, debts of RMB 10,389,140.54 in total, and shareholders' equity of RMB 24,692,743.03 in total, among which the shareholder equity of IRICO Group Corporation was RMB 1,728,490.12.

At present, Shenzhen IRICO has 165 personnel, of which 8 are permanent personnel and all are official employees dispatched by IRICO Group Corporation.

II. Analysis of Restructuring Condition

1. Shenzhen IRICO has capacity for market survival and potential of market development.

Shenzhen IRICO produces more than 18 million pieces of magnet convergence per year, of which 60% are used by IRICO Group Corporation and around 40% are sold to Samsung, SEG Hitachi, CPTF and other companies, and has certain capacity for market survival. Although it has the disadvantage of rigid mechanism, the system-oriented problems restricting company development will be completely resolved after the successful completion of the restructure, and the potential of development will be significantly stimulated.

2. Good business condition, high quality of assets, and capable to pay all costs of restructure

Although Shenzhen IRICO is faced with the restriction of product lineup and the pressure of market competition, the current business condition and the quality of assets is good, all costs of restructure can be paid, and it is a good time for restructure.

3. Company operators and most of its employees are active in restructure and have market concept.

Operators and employees of Shenzhen IRICO have strong market awareness and risk tolerance capability compared with other mainland supporting enterprises of IRICO Group Corporation because Shenzhen IRICO is located in Shenzhen, a region where the market economy is highly developed. At present, operators and employees of Shenzhen IRICO are taking the attitude of supporting and participating in the restructure and they hope the restructure could be done as soon as possible.

4. The company management level of the operating team is high, and they have strong market awareness and enterprising spirit.

Shenzhen IRICO has strong capability in technology and management since its management and technical personnel are from IRICO Group Corporation, and therefore its company management system is relatively complete compared with other similar domestic companies. Besides, the operating team has never been satisfied with the internal market of IRICO Group Corporation and they have been adhering to market-oriented and customer-oriented operation policy. They have certain market awareness and enterprising spirit.

5. The other two state-owned shareholders of Shenzhen IRICO are in favor of the restructure and have agreed to give up the right of first refusal towards the shares transferred by IRICO Group Corporation.

Overall, Shenzhen IRICO meets the basic conditions for one-time restructuring into an independent legal entity controlled by non-State-owned legal person.

III. Scheme of Restructure

(I) Form of restructure and shareholding structure

1. Form of restructure: being restructured into a limited liability company controlled by a non-State-owned legal person
2. Company name after restructure: Shenzhen IRICO Electronics Co., Ltd.
3. Scope of business after restructure: basically no change, taking advantage of plastic injection and moulding and developing new products in addition to the production of magnet convergence
4. Shareholding structure after restructuring: After IRICO Group Corporation transferred 50% out of 70% of the shares it held to the operators and employees based on the assessed net asset value, the shareholding structure is as follows: IRICO Group

Corporation holds 20% of the shares, company operators, employees and some sales backbones hold 50% of the shares (of which major shares shall be held by operators). Shenzhen Special Economic Zone Development Group Co., Ltd. holds 20% of the shares, and Shenzhen Sangda Electronics Co., Ltd. holds 10% of the shares.

5. Sources of the contributions of operators and employees: operators and employees make contributions with the economic compensation obtained and some self-raised cash.

6. Corporate governance structure

(1) The company shall have the shareholders' meeting as the company's highest authority, which is composed by all shareholders of the company and exercises rights in accordance with the Company Law and the company's articles of association, and the rules of procedure and voting procedures of the shareholders' meeting shall be subject to the company's articles of association.

(2) The company shall have a board of directors as the company's top governing body, which is to be composed of 3 to 13 members nominated by the shareholders according to their proportional ratio of the equity interests held and elected by the shareholders' meeting. The board of directors shall be accountable to the shareholders' meeting and exercise the powers in accordance with the Company Law, the company's articles of association and the rules of procedure. The chairman of the board of directors shall be the legal representative of the company.

(3) The company shall have a board of supervisors as the company's supervisory authority, which shall be elected by and accountable to the shareholders' meeting. The board of supervisors is to be composed of 3 or more members and shall include the representatives of the staff members of the company. The board of supervisors shall have one chairman who is to convene the meetings of the board of supervisors.

(II) Condition of personnel and opinions on reposition of redundant personnel

1. At present, Shenzhen IRICO has eight permanent personnel and one personnel on leave and all of them are personnel dispatched to Shenzhen IRICO by IRICO Group Corporation.

2. All eight permanent personnel will terminate the labor contract with IRICO Group Corporation and get the economic compensation in accordance with the law, and the compensation will set off part of the shares; the on-leave personnel will be handed over to IRICO Group Corporation and incorporated into the retired personnel of IRICO Group Corporation for management.

3. After the new company completes the registration of change, it will enter into a new labor contract of at least three (3) years with the aforesaid eight personnel respectively.

(III) Total amount of economic compensation and sources thereof

Based on the preliminary calculation, the estimated economic compensation amounts to about RMB 1,120,000 for the permanent personnel, calculated according to the formula of average monthly salary over the twelve-month period up to 31 October 2003 multiplying continuous working years (working years shall be accumulated in case of transfer from other State-owned company) of the same permanent personnel. Such economic compensation shall be paid from the IRICO Group Corporation's net assets in Shenzhen IRICO.

(IV) Disposal of assets

1. There are legal obstacles in the current house property due to historical issues and it will not become part of the restructured company. The existing shareholders and Shenzhen government will negotiate on the house property.

2. IRICO Group Corporation will use about RMB1,120,000 to pay the economic compensation for terminating the labor contract, and such payment will be made from IRICO Group Corporation's net assets in Shenzhen IRICO.

(V) Disposal of credits and debts

Most of the existing credits and debts are floating credits and debts incurred in the normal business of Shenzhen IRICO, and all such credits and debts shall be enjoyed and borne by the restructured enterprise.

(VI) Land use right

The new company will adopt the way of leasing to obtain land use right.

IV. Youth League and Party Relations, Archives Management and Social Insurance Succession and Other Connection Work

The handover and succession of the aforesaid relations shall be conducted in accordance with the document Ref. No. 859 and relevant provisions of local governments of Shenzhen, and localized management shall be applied.

V. Related Transactions and Support Policy

Since the main products of Shenzhen IRICO are internally provided to IRICO Group Corporation at present, IRICO Group Corporation will enter into an internal market support agreement with Shenzhen IRICO granting priority under same conditions within a time limit with a view to reflecting the support policy after restructure.

**China National Electronics Devices Corporation
Scheme of Restructuring and Redistribution**

I. Company profile

China National Electronics Devices Corporation (hereinafter referred to as "CNEDC") mainly engages in the production and sales of electronics devices. By 31 December 2002, it had assets of RMB 562,319,639.98 in total, debts of RMB 359,509,952.23 in total, and shareholders' equity of RMB 200,295,585.89 in total.

II. Analysis of Restructuring Condition

1. At present, CNEDC has good profits, and operators and employees are active in restructure.
2. CNEDC prepared for restructure for two years before the release of the document Ref. No. 859, and the basic conditions for restructure have been preliminarily met.
3. The operating team has the sense of market development and rich experience in operation and management.

III. Scheme of Restructure

(I) Form of restructure and shareholding structure

1. Form of restructure: restructuring CNEDC from the nature of solely state-owned enterprise into a limited liability company controlled by a non-State-owned legal person
2. Shareholding structure: IRICO Group Corporation withdraws fully and shares will be held by China National Electronics Devices Corporation's current operators, employees and social investors. Operators and employees have the right of first refusal regarding the transfer of the shares of IRICO Group Corporation (major shares shall be held by operators and the shareholding ratio of the operators may not exceed five times the average shareholding ratio of the common employees), and other shares will be purchased by social investors (private enterprises of Zhejiang Province).

3. Carriers of the shares of operators and employee

Since the number of operators and employees making contributions has exceeded the limit of fifty (50) shareholders in a limited liability company according to the Company Law, a trust and investment corporation or the legal representative of the labor union will be selected with priority as carrier of the shares of operators and employees, holding shares on behalf of operators and employees; the representatives of the staff members of the company may be elected to hold the shares on behalf of operators and employees upon the decision of the employees who make contributions. The content of the shareholding entrustment agreement shall be agreed by the parties through negotiation and such agreement shall define the legal fact that the contributions are made on behalf of other.

4. Sources of the contributions of operators and employees: operators and employees make contributions with the economic compensation obtained and some self-raised cash.

5. Corporate governance structure

(1) The company shall have the shareholders' meeting as the company's highest authority, which is composed by all shareholders of the company and exercises rights in accordance with the Company Law and the company's articles of association, and the rules of procedure and voting procedures of the shareholders' meeting shall be subject to the company's articles of association.

(2) The company shall have a board of directors as the company's top governing body, which is to be composed of 3 to 13 members nominated by the shareholders according to their proportional ratio of the equity interests held and elected by the shareholders' meeting. The board of directors shall be accountable to the shareholders' meeting and exercise the powers in accordance with the Company Law, the company's articles of association and the rules of procedure. The chairman of the board of directors shall be the legal representative of the company.

(3) The company shall have a board of supervisors as the company's supervisory authority, which shall be elected by and accountable to the shareholders' meeting. The board of supervisors is to be composed of 3 or more members and shall include the representatives of the staff members of the company. The board of supervisors shall have one chairman who is to convene the meetings of the board of supervisors.

6. Business scope of restructured company: the current scope of business remaining unchanged.

(II) Condition of personnel and opinions on reposition of redundant personnel

1. CNECD has 189 permanent employees, 160 in-service employees, 38 employees meeting the national statutory and Beijing early retirement conditions (working for 30 years), 90 retired employees among which 8 are retired with honors.

2. All fees withdrawn by retired employees in accordance with the provisions of the State and local government of Beijing Municipality shall be incorporated into the restructured company for management.

3. With regard to 36 employees who have handled early retiring procedure (among which 20 employees handled early retiring procedure in accordance with the policy of Beijing Municipality), no economic compensation may be made and such employees shall be incorporated into the restructured company and be subject to the management by the restructured company as required after withdrawal of relevant living expenses and social insurance premiums.

4. With regard to 8 employees who meet the early retiring conditions, if they choose to continue to work based on the

principle of voluntariness, they can get economic compensation after terminating the original labor contract and shall enter into a labor contract of at least three years with the new company; if they choose early retirement, no economic compensation will be paid, and early retirement procedures shall be gone through after reserving the living expenses and social insurance premiums of five years.

5. All other employees join the restructured new company and enter into a new labor contract of at least three years with the new company respectively.

(III) Total amount of economic compensation and sources thereof

Based on the preliminary calculation, the estimated economic compensation amounts to about RMB 16,986,896 for the permanent personnel, calculated according to the formula of average monthly salary over the twelve-month period up to 31 October 2003 multiplying continuous working years of the same permanent personnel.

Such economic compensation is sourced from the IRICO Group Corporation's net assets in CNEDC.

(IV) Disposal of assets

1. IRICO Group Corporation will take back the undistributed profits.
2. The economic compensation paid by IRICO Group Corporation to terminate the labor contract amounts to about RM 16,986,896, which will be paid with IRICO Group Corporation's net assets in CNEDC.
3. The surplus net assets after all payments made pursuant to the policies shall be transferred to CNEDC's operators and employees, who will purchase the surplus and sell to social investors.

(V) Disposal of credits and debts

The existing credits and debts shall be enjoyed and borne by the restructured company.

IRICO Group Corporation shall make counter-guarantee for the loan balance guaranteed by CNEDC, and collateral shall be made from the current fixed assets of CNEDC and formalities for collateral registration shall be one through.

(VI) Land use right

CNEDC will continue to use the current State-owned allotted land in the way of allocation after it consults with the Beijing Municipal Administration of State Land, Resources and Housing.

IV. Youth League and Party Relations, Archives Management and Social Insurance Succession and Other Connection Work

It shall be conducted in accordance with relevant regulations on social security in Beijing.

China National Electronics Import and Export Caihong Co. Restructuring & Redistribution Scheme

I. Company's Basic Situation

China National Electronics Import and Export Caihong Co. has registered assets of 22 million yuan, and belongs to China National Electronics Import and Export Parent Company (in fact, the relationship is doing-business-as). The company is a foreign trading company, and mainly operates IRICO Group Corporation's internal import and export business.

As of 2002 October 31, the company's total assets amounted to 233,810,376.93 yuan, of which fixed assets were 3,457,972.62 yuan, liquid assets 229,034,253.75 yuan. Total debts were 227,672,067.21 yuan, owners' rights totaled 6,138,309.72 yuan.

II. Analysis of conditions for reform

1. Possesses the conditions for market survival and growth potential.
2. Operators and employees' are relatively active in the restructuring, and their concepts are in the right place.
3. The operator team's corporate management level is high, and possesses strong market awareness, with plenty of spirit and initiative.

In summary, the company has the fundamental conditions for a one-time restructuring into a non-state-owned controlled independent legal person.

III. Reform Plan

(I) Reformed form and equity structure

1. Reformed form: Limited liability company controlled by a non-State-owned legal person
2. Company name after reform: Shaanxi Province Caihong Import and Export Limited Liability Company (tentative name, will adopt name finally certified by the Industry and Business Bureau)
3. Business scope after reform: Mainly handling IRICO Group Corporation's related import and export business.
4. Shareholding structure: IRICO Group Corporation will hold 20% of shares, remaining shares will be held by current employees and operators, of which operators should hold large shares, their holding amount not normally exceeding five-times regular employees' share amount.
5. Carriers of the shares of operators and employees

Since the number of operators and employees making contributions has exceeded the limit of fifty shareholders in a limited liability company according to the Company Law, a trust and investment corporation or the legal representative of the labor union will be selected with priority as the carriers of the shares of operators and employees, holding shares on behalf of operators and employees; the representatives of the staff members of the company may be elected to hold the shares on behalf of operators and employees upon the decision of the employees who make contributions. The content of the shareholding entrustment agreement shall be agreed by the parties through negotiation and such agreement shall define the legal fact that the contributions are made on behalf of other.

6. Source of funding for operators and employees

Operators and employees can use the obtained economic compensation to buy stock, and then raise a portion of the cash contribution; the private capital is raised in a way that is compliant with Company Law.

7. Corporate governance structure:

(1) The company has a shareholder meeting, which is the highest authority of the company, and is composed of all shareholders, and exercises its rights in accordance with the "Company Law" and the company's Articles of Association, The method of meetings and voting procedures will be carried out in accordance with the provisions of the company's Articles of Association.

(2) The company's Board of Directors is the company's top decision-making body. The Board of Directors is composed of three to thirteen directors. The members of the Board of Directors are nominated by shareholders with reference to their proportion of equity and are elected by the shareholders' to the shareholders' meeting and exercises its powers in accordance with the "Company Law," the "Articles of Association," and the "Rules of Procedure for the Board of Directors." The chairman of the company is the legal representative of the company.

(3) The company establishes a board of supervisors, which is the company's supervisory body and is elected by and responsible to the shareholders' meeting. The number of the board of supervisors is not less than three and there shall be employee representatives. The board of supervisors has one chairman of the board of supervisors and is the convener of the board of supervisors.

(II) Personnel Status and Resettlement Opinions

1. There are 65 permanent employees, of which 7 qualify for internal retirement.
2. All the above mentioned employees will dissolve their labor contracts with IRICO Group Corporation, and IRICO Group Corporation shall pay economic compensation funds.
3. 7 employees met the conditions for internal retirement on voluntary basis. If they choose internal retirement, then they shall withdraw living expenses and social insurance premiums until the legal retirement age, and when they reach the retirement age, formal retirement procedures shall be conducted, related social insurance shall be handled in accordance with social laws and other regulations; if they don't choose internal retirement and request to continue working, then they shall dissolve their labor relations with IRICO Group Corporation and receive economic compensation according to the law.
4. For employees entering the restructured company, they shall sign a labor contract of no less than three years with the new company.

(III) Total amount and source of economic compensation

For permanent employees through September 2003, total economic compensation funds are initially calculated to be 3,616,374 yuan, averaging 56,000 yuan per person.

(IV) Disposition of assets

Because the company's current assets are of relatively poor quality, after evaluation, net assets shall be granted a certain discount based on quality of assets, in principle not exceeding 10%, and shall be reported to state-owned assets supervisory institutions for review.

(V) Handling credit rights and debt obligations

The existing creditor's rights and debts are enjoyed and borne by the restructured company.

I. The organization of the relationship between the party and the organization, the file management, the social insurance connection, etc.

After the reform is completed, the company will coordinate with the related departments of Xianyang City to process the above localization management.

II. Related Transactions and Support Policy

IRICO Group Corporation shall give the new company a period of supportive policy, and an actual agreement will be separately signed.

Attached: Personnel and economic compensation funds calculations for the four restructured and redistributed companies

Name of Company	People to be redistributed, placed	Economic reimbursement amount (unit: Yuan)	Per person economic reimbursement amount (unit: Yuan)
IRICO Construction Engineering Company	78 people	4312589	55289
China Electronic Devices Industrial Corporation	189 people	16986896	89877
China National Electronics Import & Export Caihong Co.	65 people	3616374	55636
Shenzhen IRICO Electronics Co., Ltd.	8 people	1120000	140000
Total	340 people	26035859	

II Initial Restructuring Plan or Restructuring Ideas of Other Restructuring and Redistribution Units

Other than the above four pilot-structured and redistributed companies, other units involved in restructuring and redistribution have already formulated preliminary restructuring plans. The remaining units have also established the idea of restructuring and redistribution on the basis of investigation and research and the restructuring plan is being developed. In order to facilitate the examination and approval of the authorities, the initial restructuring plans or reform ideas of these units are listed. After the specific plans are formed, they will be reported in batches.

1. Initial Reform Plan of IRICO Screen Plant

I. Company's Basic Situation (see Attachment III)

II. Reform Plan

(I) Reformed form and equity structure

1. Reformed form: Non-state-owned limited liability company
 2. Shareholding structure: Through the entrustment of funds to a trust investment company, the employees of IRICO Group Corporation will have the trust investment company and IRICO Group Corporation to jointly establish an investment company and then have this investment company directly acquire the shares of IRICO Group Corporation in IRICO Screen Plant. IRICO Group Corporation will retain 20 shares.

(II) Personnel Status and Resettlement Opinions:

1. All 159 fixed employees of IRICO Screen Plant will dissolve their labor contracts with IRICO Group Corporation and IRICO Group Corporation shall pay the economic compensation.

2. For employees entering the reformed company, they shall sign a labor contract of no less than three years with the new company.

(III) Total amount and source of economic compensation

As of 2003 October 31, the total economic compensation funds are initially calculated to be 8574184 yuan.

(IV) Handling credit rights and debt obligations

The existing creditor's rights and debts are enjoyed and assumed by the restructured company

(V) Land use rights

After the reform, the company will obtain land use rights by way of lease.

2. Initial Reform Plan of IRICO Fluorescent Materials Ltd. Co.

3. Initial Reform Plan of Caiqin Electronics Co.

Restructuring and diversion of company (2) and (3) will follow the mode of IRICO Screen Plant

4. Initial Reform Plan of IRICO Materials Co.

I. Company's Basic Situation (see Attachment III)

II. Overall Idea of the Reform Plan

To change the Material Company's function of managing the Group Corporation while engaging in business activities, so as to transform the company into a diversified and standardized company-owned enterprise that is owned by the operators and employees. Then operate the company through an agency procurement and other agreements between the Group Corporation and the joint stock company.

III. Initial Plan

1. Dissolve the labor relations between IRICO Group Corporation and its employees, and pay them economic compensation. Within 30 days of the establishment of the new company, have the employees sign a labor contract of no less than three years with the new company;

2. Form an independent limited liability company on the basis of the current company. Based on the employees' willingness and ability to invest, IRICO Group Corporation will choose to completely withdraw its shares or keep its shareholding position in the new company (the shareholding ratio shall not be higher than 20%). Allow employees to invest in the new company with the economic compensation;

3. The new company will conclude agency agreements and other legal documents with IRICO Group Corporation to clarify the rights and obligations of both parties. IRICO Group Corporation will provide some level of support for a certain period of time.

4. After the restructuring, the company shall pay IRICO Group Corporation for the use of its buildings and will be given discounts for a period. After the expiration of the preferential period, the rental fee will be paid according to the market price.

5. The existing creditor's rights and debts are assumed by IRICO Group Corporation.

5. Initial Reform and Redistribution Plan of IRICO Sales Co.

For the overall idea of the restructuring and diversion of the two abovementioned companies under the reform plan, refer to the restructuring model of the Material Company.

6. Reform Idea for IRICO Three Productions Corporation

I. Company's Basic Situation (see Attachment III)

II. Reform Plan

As there are many subsidiary companies under the Three Productions Company and the situation varies for each company, the restructuring and diversion approach for each company should be differentiated. However, from the perspective from the parent company level, the restructuring and diversion work should focus on the following points:

1. The Three Productions Company handles the situation of its various subsidiaries differently according to the situation, and re-optimizes the allocation of resources through various methods such as cancellation, equity diversification, merger, leasing, and sales; and expands the service market and strengthens internal management to achieve healthy development.
2. The Three Productions Company itself will also undergo a company restructuring. Employees of the Three Productions Company will be allowed to hold shares and IRICO Group Corporation will completely withdraw. Even if the conditions for a complete withdrawal are not met, diversification of property rights will still be realized. IRICO Group Corporation will maintain a shareholding position but its shareholding ratio shall not be higher than 20% in principle.
3. Through support in resource allocation and project support, the Group Corporation will help the Three Productions Company transform via the restructuring and diversion, so as to send the Three Productions Company down the track towards a virtuous cycle of healthy development.
4. There state-owned allocated land of IRICO Group Corporation currently used by the company, if the land use will not be changed after the reform, the land can continue to be used by way of allocation after consultation with the Xianyang Land Management Department.
5. There are a total of 530 fixed employees, all of whom have cancelled their labor contract with IRICO Group Corporation and received economic compensation accordingly. The amount of economic compensation was initially estimated to be 22,776,254 yuan. Within 30 days of the establishment of the new company, employees will sign a labor contract of no less than three years with the new company.

7. Reform idea for the Labor Services Company

I. Company's Basic Situation (see Attachment III)

II. Reform Plan

1. First of all, define the property rights of the company's assets in accordance with the relevant provisions of the "Interim Measures for the Definition of Property Rights of State-Owned Assets and the Resolution of Property Rights Disputes" and the "Interim Measures for the Definition of Property Rights of State-Owned Assets of Collective Enterprises".
2. After defining the property rights relationship, the existing fixed employees of the Labor Services Company of the

will be paid economic compensation and encouraged to use the compensation as investment funds in the reformed enterprise. Large collective workers will be paid economic compensation in reference to fixed employees. After employees receive the compensation, they may sign a labor contract of no less than three years with the new Labor Services Company. There are currently a total of 111 fixed workers and the amount of economic compensation is initially estimated to be 6,179,600 yuan.

3. With regards to net assets belonging to the Group Corporation in the Labor Services Company, the Group Corporation will solve the problem by way of selling, leasing or equity participation. The shareholding ratio shall generally not be higher than 20%.

4. The name of the Labor Services Company will be changed to facilitate participate in market competition.

8. Wholistic Reform Idea for the Subsidiaries under Three Productions Company and the Labor Services Company The overall idea of the reform plan is: to comprehensively sort the subsidiaries managed by the Third Industry Company and the Labor Services Company according to their nature, business, personnel and asset correlation. The business-type units and non-operating units will be divided on this basis and the nature of the units will be clarified to determine the development direction and supporting policies. Some of the non-operating units can directly fall under management of the group company. Restructure and optimize the assets, businesses and personnel of the subsidiary business-type units and integrate resources to improve the market viability of the restructured enterprises and thoroughly solve the long-standing serious horizontal competition and the division of resources within IRICO Group Corporation, while preventing new cases of enterprise performing social functions.

9. Reform Idea for IRICO Advertising Co.

10. Reform idea for IRICO Renovation Co.

1. Reform conditions of the two above companies: IRICO Advertising Co. and IRICO Renovation Co. are currently operating in a personal contracting manner with market viability, no external liabilities, and small asset scale, and thus meet the conditions for a restructuring.

2. Reform plan: After replacement of the identity of the existing contractor, the company will receive shares of IRICO Group Corporation according to the assessed net asset value and convert the company into a limited liability company.

11. Reform and Redistribution Idea for Haikou IRICO Hot Spring Hotel

I. Company's Basic Situation (see Attachment III)

II. Reform Idea

(1) Through marketization operations, the hotel will be sold or a strategic partner will be sought to jointly operate the hotel. Operations can also be launched under lease or subcontracting to reduce losses;

(2) If the existing assets cannot be revitalized, then bankruptcy liquidation shall be carried out according to law and the employees of the company shall be settled with the bankruptcy property.

12. Reform and Redistribution Idea for Xi'an IRICO Electric Industrial Co.

I. Company's Basic Situation

The company's main business has a low degree of relevance to the Group Corporation, and business has ceased due to legacy problems from the original merger and acquisition of the company. At present, there are 1373 fixed employees and the Group actually pays living expenses of more than 20 million yuan every year. Up to now, a total of nearly 100 million has been paid and this has become a heavy burden to IRICO Group Corporation.

II. Solution Plan:

1. First of all, the land use rights certificate should be changed through consultation or legal means to determine the ownership of the property rights and to prevent illegal encroachment of the land;
2. Strive for local government support, consolidate the land assets and use the realized funds to once and for all resettle the employees of the original company;
3. In addition, bankruptcy liquidation can also be used to solve the above problems.

13. Reform and Redistribution Idea for IRICO School

I. Basic Situation (see Attachment III)

II. Existing problem

IRICO School is among the best in Xianyang City and even Shaanxi Province. Its high school is especially well-known; however, due to restrictions from the current system and school buildings, it is unable to fully utilize its resource advantages. The local government is not enthusiastic about taking over the elementary and middle schools, which are the stages of compulsory education, and has even requested IRICO Group Corporation to bear the expenses indefinitely.

III. Reform Plan

Given the above situation, the separation of IRICO School should fully embody the spirit of the "*Decision of the State Council on Basic Education Reform and Development*" and continue to negotiate with the local government to transfer the management of IRICO middle and elementary school to the local government. IRICO Group Corporation and the local government can assume the educational costs jointly and make the transition year-by-year.

If the local government refuses to receive the schools, the school should strive to get the government to return the education surcharge (IRICO Group Corporation pays an annual education surcharge of approximately 5 million yuan) or strive to obtain the government's support for IRICO Group Corporation to continue to run the school, so as to reduce the burden on the company.

As the high school part of IRICO School is not in the compulsory education stage, the school can be operated jointly with societal forces, attract foreign capital, implement privatization and industrialization, and reform the current school system. At present, some units are inquiring about investment intentions and the solution plan is being communicated to the education department of the Xianyang City Government.

IRICO Group Corporation will promote the separation of the school from the Group in light of the specific circumstances, so as to ensure that it does not affect the schooling of students, the order of teaching, the quality of teaching or the implementation of school funding.

14. Reform Idea for IRICO Hospital

I. Basic Situation (see Attachment III)

II. Current problem

The layout of the hospital is unreasonable and the competition is fierce and large and inclusive. There is no obvious competitive advantage; the salary incentives for high-level, core medical staff are not sufficient and brain drain is severe.

III. Reform Plan

The separation of IRICO Hospital should be carried out in accordance with the “*Guiding Opinions on Urban Health System Reform*”, combined with the reform of the urban employee medical insurance system, and on the basis of continued implementation of the Group Corporation’s medical reform policy.

There are three specific ways of separation: 1) separate it from the Group and implement industrialized operation, allowing existing employees of the hospital to invest in the hospital after changing their status; 2) in consultation with the local government, transfer the hospital assets and personnel to the local government, after which it will be under the management of the local government; 3) until the conditions for separation are met, cooperate with social investors to establish an independent legal entity.

After the separation of the hospital, the relevant operation funds will be handled in accordance with the Group Corporation’s current medical reform policy. A consecutive three-year transition period will be calculated and the funds would decrease year by year.

15. Training Centers (including IRICO Vocational College, IRICO Secondary School and IRICO Technical School)

I. Basic Situation (see Attachment III)

II. Reform Idea

IRICO College and IRICO Secondary School are a part of the societal work of the company and their survival has become a problem; therefore this function should be stripped off. As a technical training base for the Group, IRIC Technical School can be kept, and the method of operation of the institution can be “business-oriented and government-supported”. The technical school can also be operated via joint operation with various parties in the community.

With regards to the surplus housing of the IRICO Training Center, these can be used as expansion school buildings of IRICO High school, used for investment, or leased to IRICO School after the reform.

Section 4 Organization and Implementation of Separation, Restructuring and Diversion of Principal and Secondary Businesses

I. Working Principles and Main Measures for the Implementation of the Separation, Restructuring and Diversion of IRICO Group Corporation

In accordance with the spirit of the re-employment policy in the already-issued national document No. 859 and General Secretary Hu Jintao's speech at the national re-employment symposium this year, IRICO Group Corporation will implement the separation, restructuring and diversion of the company according the principles of "taking the job position to enter the market", and do its best to digest diverted personnel internally within the group and not socialize employment conflicts. It will also enhance its competitiveness by increasing the intensity of the property rights reform of its auxiliary enterprises, absorb and place more new employees from society and ease the pressure on employment in society. Therefore the separation, restructuring and diversion of the company shall be implemented in accordance with the following principles:

(I) Working Principles for the Implementation of the Separation, Restructuring and Diversion of Principal and Secondary Businesses

1. Handle the relationship between reform, development, and stability properly, fully consider the affordability of enterprises, employees, and society, make overall plans and implement them step by step to ensure stability;
2. Implementing structural adjustments via the restructuring and diversion of IRICO Group Corporation, restructure and combine the main businesses of IRICO Group Corporation, match the national industrial policy, which is conducive to accelerating the development of enterprises and promote the optimization of the corporate asset structure, organizational structure and personnel structure;
3. The implementation of the restructuring and diversion should be in accordance with the law and the standard operation should adhere to the principles of openness, fairness and justice, safeguard the legitimate rights and interests of the state, enterprises and employees, prevent the loss of state-owned assets and the escape of debts;
4. Adhere to the principles of "positivity, prudence, overall planning, progressive advancement and step-by-step implementation" and wait for the conditions to mature for the reform to ensure the reform successfully transforms the mechanism and promotes the optimization of structural adjustment of the main enterprise;

(II) Main Measures for the Implementation of the Separation, Restructuring and Diversion of Principal and Secondary Businesses

1. Strengthen the implementation of work and personnel of organization leadership and departments. In order to strengthen the leadership and organization of system-wide auxiliary business restructuring and diversion, in accordance with the requirements of State Economic and Trade Enterprise Reform Document [2003] No. 27, the Group Corporation established a restructuring and diversion leading group with the general manager as the team leader and with the participation of the enterprise management office, planning department and human resources department. The restructuring units have also clarified the specific responsible departments and personnel and the division of labor required to complete the restructuring and diversion work.
2. In accordance with the spirit of Document No. 859 and its supporting policies and in combination with the specific situation of the Group Corporation, prepare the auxiliary business restructuring and diversion plan for relevant units for this year and request each unit to breakdown and implement the plan according to the actual situation and actively promote the plan.

3. Make key breakthroughs and guide the situation through key areas to actively and steadily promote the restructuring and diversion work for auxiliary businesses. The restructuring and diversion leading analyzed the enterprises directly under the company and determined that Shenzhen IRICO Electronics, IRICO Construction Engineering and other companies would be the first batch of companies to undergo the restructuring. At the same time, it will summarize experiences and compile samples of the restructuring plan to provide guidance to other units for their formulation of restructuring and diversion plans for auxiliary components. In this way, the intensity of efforts will increase while training a group of workers and employees who have a good grasp of policy and are skilled.

4. Establish a monitoring mechanism to check the progress of the restructuring and diversion work for auxiliary businesses. Establish a regular reporting system for the progress of the reform of the auxiliary industry and grasp the progress of work and problems encountered in a timely manner. This will not only urge the enterprise to advance the work, but will also promptly provide guidance to solve the problems that are encountered.

5. In order to ensure the orderly operation of the restructuring and diversion work, IRICO Group Corporation hired Beijing Dentons Law Offices as the chief legal counsel for the separation and restructuring of IRICO Group Corporation. It is responsible for planning, coordinating and promoting the separation of all main and auxiliary businesses. The measures for separation and restructuring of the diversion work are mainly based on the degree of conditions for the restructuring of the enterprises that need to be reformed, in accordance with the principle of restructuring when maturity is reached. For those components that do not meet the conditions, it is necessary to clarify the restructuring plan as soon as possible to ensure that the enterprises undergoing restructuring can achieve the purpose of the reform smoothly and properly divert and resettle personnel.

II. Organization and Implementation of the Separation, Restructuring and Diversion of IRICO Group Corporation

(I) Institutions involved in the Organization and Implementation of the Separation, Restructuring and Diversion of IRICO Group Corporation

In order to strengthen the leadership for the separation and restructuring of the company's main and auxiliary components, IRICO Group Corporation has established a restructuring and diversion leading group composed of the following personnel:

Team leader: Ma Jinquan (general manager), Deputy team leader: Tao Kui (Party Secretary of the Group), XING Daoqin (deputy general manager), NIU Xin'an (deputy party secretary and chairman of the labor union of the Group)

The members of the leading group are composed of the persons mainly responsible for relevant functional departments, such as enterprise management, personnel, finance and other relevant functional departments of the group company. The leading group has an office and is responsible for coordinating the organization and implementation of daily work.

Specific personnel are: director: Niu Xin'an (deputy); deputy director: Xu Quancheng, Zhang Zhankui, Wang Ximin, Fu Jiuquan, Ji Xingxi, Xu Zhendong, Wei Xiaojun; members: Gao Zhanmin, Yang Yixing, Wang Jun, Zhang Wenyan, Lan Yaoping, Song Wenbin, Pang Jun

(II) Decision Making Process for the Separation, Restructuring and Diversion of IRICO Group Corporation

IRICO Group Corporation will be responsible for organizing and implementing the separation, restructuring and diversion of the main and auxiliary components. The internal agenda of IRICO Group Corporation for the separation, restructuring and diversion of the main and auxiliary components are:

(1) The general manager's office of the Group Corporation will pass a resolution to determine the scope of the main and auxiliary business and the main and auxiliary business units that are proposed to undergo restructuring and diversion, and will formulate the overall plan that will be reported to the SASAC, Ministry of Finance, Ministry of Labor and Social Security Department for joint approval;

(2) In accordance with the above mentioned joint approval, the main and auxiliary business units that are proposed to undergo restructuring and diversion will carry out propaganda and mobilization to make all employees understand the necessity and principles of the reform and the various requirements of national laws, regulations and policies, so as to obtain their understanding, support and participation. Convene an employee representative assembly to consider and approve matters concerning the diversion and resettlement of employees and the disposition of assets for the resettlement of employees;

(3) Through the development and planning department of the Group Corporation, the auxiliary business units that are planned to undergo restructuring and diversion will propose a specific restructuring and diversion plan to the Group Corporation.

(4) The general manager's office of the Group Corporation will review and approve the restructuring and diversion plans of auxiliary components one by one.

(III) Implementation Procedures for the Separation, Restructuring and Diversion of IRICO Group Corporation

(1) Clarify the property rights, that is, clearly define the property rights of the assets of the units undergoing restructuring and diversion. Since most of the auxiliary units of IRICO Group Corporation are wholly state-owned enterprises, or joint-stock companies or limited liability companies under the modern company system, the property rights of the great majority of auxiliary business units are clear. With regards to the to-be-structured units that have unclear ownership or have property rights disputes (such as IRICO Labor Services Company), it is necessary to first define the property rights or resolve the disputes in accordance with relevant state regulations;

(2) Asset and capital verification and auditing. Carry out a comprehensive inventory check on all types of assets of the reformed enterprises, including various assets, claims and debts, and prepare balance sheets and property inventory as of the date of the reform. IRICO Group Corporation will then entrust an intermediary to perform an audit on the results of the asset and capital verification;

(3) Asset evaluation. IRICO Group Corporation will entrust a qualified asset evaluation agency in accordance with the "Administrative Measures for the Assessment of State-owned Assets" (Order No. 91 of the State Council on 1991 November 16), the "Regulations on Several Issues Concerning the Evaluation and Management of State-owned Assets" (Order No. 14 of the Ministry of Finance on 2001 December 31) and other relevant regulations to evaluate all assets involved in the restructuring of the enterprises;

(4) Handle labor relations. If undergoing restructuring and diversion through the company system, the company shall change or terminate its labor contracts with its employees and change or re-sign labor contracts for three years or more. Employees will also be paid economic compensation in accordance with national regulations and relevant regulations;

(5) Asset disposal and capital contribution. In accordance with the specific restructuring and diversion plans, the assets of the state-owned enterprises will be sold, leased, capital contribution or transferred into creditor's rights. With regards to auxiliary units that undergo the company's system reform, the result of the asset evaluation will be used as the basis for IRICO Group Corporation's capital contribution in the reformed enterprise. At the same time, the other shareholders of the company will also contribute capital to the company;

(6) Establishment and registration of companies;

(7) Registration of state-owned property rights;

(8) Restructure management and interfacing work at the region of the company. If the restructured company is not a state-owned enterprise, it will be necessary to carry out handover work such as maintaining a good relationship with the party and organizations of the local government, social insurance relationships with workers, manage employee files and assess job titles, etc.;

(9) Disposal of stripped assets. Assets that have not been included in the scope of restructuring after the completion of the restructuring of the enterprise will be divested and used to form an enterprise legal person, which will be independently accounted for and operated according to law. Divested assets that do not meet the conditions for operation should be sold, leased or transferred to the local government for free. Any divested assets that cannot be disposed of via the above methods can be managed by the continuing enterprise or directly managed by IRICO Group Corporation.

(IV) Operating Guidelines for the Separation, Restructuring and Diversion of IRICO Group Corporation

1. In the spirit of the 2002 National Re-employment Conference and the 2003 National Re-employment Seminar, and on the basis of Document No. 859 and other supporting documents, operations will be carried out according to the specific situation of IRICO Group Corporation;

2. National laws and regulations on management of state-owned assets will be strictly implemented to prevent the loss of state-owned assets. State-owned assets shall not be sold at low prices, converted into shares at a low price, or transferred to operators and other employees or individuals at a low price;

3. The norms of the General Principles of the Civil Law, Contract Law and other civil law shall be strictly abided by to effectively safeguard the legitimate rights and interests of creditors and other related parties, do a good job in clearing creditor's rights and debts in the process of the restructuring and diversion, implement debtors and creditors and to not use the restructuring as a chance to evade the debt owed to banks and other creditors;

4. In accordance with the relevant national policies on re-employment and labor and social security policies and laws, properly resettle surplus personnel of the diverted enterprises to reduce the pressure of employment on society and ensure stability;

5. In accordance with the Company Law and other legal norms, transform the restructured and diverted enterprises into modern corporate enterprises with diversified property rights, a well-established corporate governance structure, and market competitiveness;

6. Plans affecting the resettlement and diversion of employees should be reviewed and passed by the employee representative assembly before implementation.

Attachment II Development Strategy of IRICO Group Corporation

Strategic Positioning and Development Plan of IRICO Group Corporation (Summary)

I. Market Environment and Competition Faced by IRICO Group Corporation

1. Overall situation of the CRT industry

Although CRT has a relatively good price/performance ratio and still has room to survive for a long period of time, its market space is relatively saturated and the overall situation of the industry is not optimistic. Thus it is called a “sunset industry” in the industry.

2. The situation of the CRT market in the world

At the end of 2001, there were about 22 companies engaged in CRT manufacturing in the world, with about 70 plants, 250 production lines, an annual production capacity of 300 million, and global market demand of more than 250 million.

Compared to the giants in the industry, IRICO Group Corporation's global market share is still at a relatively low level.

3. Overall situation of the domestic CRT market

At present, there are 12 companies in the CRT industry in China. As at the end of 2002, there were about 39 CPT production lines and the annual production capacity was about 50 million. There were about 21 CDT production lines and the annual production capacity was about 37.4 million.

Overall, the production capacity of domestic CPT has far exceeded the demand of the domestic color TV consumer market.

4. IRICO Group Corporation faces severe market competition pressure

(1) The situation of oversupply in the CPT market will intensify

Due to a period of short supply in the domestic CPT market in 2002 and good expectations for the market in 2003, companies are trying to increase production lines or expand production. It can be foreseen that the situation of oversupply in the domestic CRT market will intensify, which will inevitably lead to more intense competition.

(2) Threats of market competitors

There are 12 companies in China's CPT industry, of which 9 are sino-foreign joint ventures or wholly foreign-owned enterprises. Among the other 3 companies, only IRICO Group Corporation is a state-owned company.

Since China joined the WTO, major international companies that produce color display devices have all entered China and compete directly against IRICO Group Corporation, posing a direct threat to IRICO Group Corporation. A collectivization pattern of competition has taken shape.

Although IRICO Group Corporation is temporarily in a leading position in the domestic market, it is not the industry leader. Beijing Matsushita, Shanghai Novotel, LG Shuguang and other enterprises have stepped up to seize market share and the market shares of these companies are all at 11% or higher, which poses a strong challenge to the status of IRICO Group Corporation.

(3) High exit barriers in the industry have resulted in increased competition rigidity

Due to the large amount of investment required for the CPT industry, the long cycle, requirement for many special equipment and assets, low disposal value and requirement for many employees, the exit barrier of the industry is very high. This will undoubtedly increase the rigidity and intensity of competition

(4) Threats of Replacements

Since the second half of the 1990s, new technologies such as flat panel display devices (FPDs) have been developed rapidly. In addition, due to the development of large-scale integrated circuits and the application of computers and digital technologies, this has caused the development of color TV technology to go towards the direction of big, flat and ultra-thin screens. The development of new display devices such as LCD and PDP have had a huge impact on the traditional CPT market and will greatly shorten the life cycle of CPT products. At present, the main products of IRICO Group Corporation are concentrated in the traditional CPT field and the pressure on the development of such alternatives is also the biggest and most direct.

II. Strategic Positioning of IRICO Group Corporation

1. Industry and product positioning

(1) Limitations of IRICO Group Corporation's industry and product positioning

IRICO Group Corporation's existing resources are almost exclusively concentrated in the existing CRT products (mainly CPT products). The company has a very weak foundation in new display device technology and product development. In addition, these new display devices require a huge investment, and this has limited the development of IRICO Group Corporation in this field.

(2) Market prospects of IRICO Group Corporation's industry and product positioning

Although the competition is fierce in the CRT and especially the CPT industry, **CPT products still have a large market development space and CPT technology still has a long time to survive.**

(3) Resources and advantages of IRICO Group Corporation

- 1) IRICO Group Corporation has the advantage of having management and technological talents
- 2) It has formed a vertically integrated component system and has cost advantages
- 3) It has a certain degree of financial strength and has expanded financing channels.

According to the above analysis, IRICO Group Corporation's industry positioning and product positioning should be based on the existing CPT product field. The realistic choice for IRICO Group Corporation is to implement existing products and relevant diversification on this basis and at the same time, closely track new display device technologies and products to enter new product areas at the right time and thus realize structural adjustments of industries and product.

2. Development strategy of IRICO Group Corporation

(1) Overall development strategy

The overall development strategy of IRICO Group Corporation is: to implement a total cost leadership strategy with existing display devices as the focus to realize the industrialization of components to become stronger and enlarge the principal business. Actively track, research, and analyze technologies and products in the field of new display devices and enter in a timely and steady manner to achieve industrial and product structure adjustments to make IRICO Group Corporation into China's strongest and largest display production and R&D base with diverse products, large scale operation and modern management.

(2) Basic competitive strategy: **Total cost leadership strategy and related diversification strategy**

1) IRICO Group Corporation will adopt the overall strategy of taking the lead in the main business, that is the traditional CRT product field (mainly CPT) and will adapt it into the basic competitive strategy of the company.

2) Adopt related diversification strategies in the field of new display devices.

In order to solve the future development problems of IRICO Group Corporation, the company will need to adapt an active tracking strategy in the field of new display devices and implement related diversification strategies. There are two main ways to achieve this: firstly, by closely tracking and researching the development trend of new technologies and new products in the field of new display devices and then making a timely entry into the field; secondly, take advantage of the timing of adjustment of the time when the foreign display device industry makes structural adjustments and specializations to implement strategic cooperation with multinational display device companies, so as to gradually participate in the value chain of new display devices by providing professional support and other means, and in this way achieve structural adjustment of the industry and products.

(3) IRICO Group Corporation can implement the total cost leadership strategy in its medium and long-term strategic planning to build core competitiveness with the lowest cost and lay the foundation for realizing the scale of operation. It can also implement related diversified business strategies and seek and develop new economic growth points for IRICO to create a new pillar industry.

(4) The target of the medium and long-term strategy is to develop IRICO Group Corporation into the most powerful and largest display device production and R&D base in China with diversified products, large-scale operation and modern management, and a world-class and internationally renowned large enterprise, so as to lay a solid foundation for the long-term goal of making IRICO stand tall for 100 years.

Attachment 3 Participants in the Restructuring and Diversion Plan and their Basic Situations

I. Units undertaking corporate social functions

1. IRICO School

The school has a primary school section, junior secondary section and high school section. 223 staffs are employed, of which 192 are teachers, 27 are teaching assistants, 4 are principals and vice principals. The ratio of teachers to non-teaching staff is 7.1:1. The school operates on a contracting basis for its staff while teachers are employed.

The school's various fixed assets amount to 9.3223 million yuan. The school's operations require 9.1 million yuan per year. 6.35 million yuan is allocated by the Group Corporation and 2.75 million Yuan is raised by the school.

2. IRICO Hospital

IRICO Hospital was established in 1978 and was rated as a Class IIA hospital in 1995. Xianyang City has defined it as a "non-profit hospital".

Personnel situation: 150 fixed employees.

IRICO Group Corporation's support for the hospital: Allocation of 5 million yuan in 2002, allocation of 3 million yuan in 2003, planned allocation of 1.5 million yuan in 2004, after which it will be pushed fully on the market.

3. Training Center: includes IRICO Vocational College, IRICO Secondary School and IRICO Technical School

The training center is under the human resources department of IRICO Group Corporation and is mainly responsible for on-the-job training, qualification education and pre-job training. The training center currently has 40 fixed employees, of which 22 are teachers and 18 are management staff. IRICO Vocational College, IRICO Secondary School and IRICO Technical School are under the training center and fees are subject to revenue and expenditures. In 2002, the Group Corporation disbursed budget of 3.43 million yuan and took in 950,000 yuan for various fees.

II. Auxiliary units relatively concentrated at Comprehensive management companies

The auxiliary business units in Xianyang City are mainly concentrated in two companies, IRICO Three Production Company and Labor Services Company

1. Basic situation of IRICO Three Production Parent Company

Shaanxi IRICO Three Production Company (hereinafter referred to as the company) was established by IRICO Group Corporation in April 1994 to fundamentally solve the problem of "enterprise performing social responsibilities". It is a wholly owned subsidiary of IRICO Group Corporation but it actually still assumes some of the management functions of the Group Corporation.

Internal organization and structure: A total of 4 production plants, 8 business-type service units and 2 charity business units.

The company is generally not competitive in the market and the business income comes mainly from the Group Corporation.

As of June 2003, the company had a total of 1280 employees (excluding laborers in horticultural companies and around 50 employees working in an electronic packaging materials plant, bracket plant, chemical materials plant, labor insurance product plant and the head office), of which 530 were fixed employees.

As of 2002 December 31, the total assets of Three Production Company amounted to 59,925,425.32 yuan, with debts of 23,727,912.54 and owners' equity of 36,197,512.78 yuan.

5. IRICO Labor Services Company

IRICO Labor Services Company mainly provides IRICO Group Corporation with internal shielding, electronic shielding, tube base, casings, bubble holders and other products, as well as printing under the IRICO trademark, glass bulb recycling, grinding, food stores and other similar services.

There are 728 registered workers, of which 386 are fixed employees (111 are fixed employees in IRICO Group Corporation, 275 are collective laborers), 146 have retired and 275 have internally retired.

As of 2003 June 30, the total assets was 80.51 million yuan, current assets was 61.91 million yuan and fixed assets was 18.6 million yuan.

III. Benefits-type logistics service units

6. IRICO Kindergarten (managed under IRICO Three Production Company)

IRICO Kindergarten is a benefits institution of the Group Corporation and is mainly enrolled with the children of the Group Corporation's staffs. It is under IRICO Three Production Company and is an advanced kindergarten of China. There are currently 190 employees, of which 112 are fixed employees. A total of 2.8 million yuan is paid in wages to employees every year and 2 million yuan is paid for management fees. The total expenses require 7 million yuan per year including the above and water, power, heating and other expenses. The kindergarten has revenue of around 1.4 million yuan, so has a budget gap of 5.6 million yuan which the Group Corporation spreads among beneficiary units. At present, the kindergarten's profit making ability is increasing due to the launch of special kindergarten teaching activities.

7. Public welfare facilities (managed under IRICO Three Production Company)

The units include a property management office, culture and sports management office, shuttle bus team and bowling alley.

There are 13 fixed employees in the property management office and 24 workers on short-term contract workers.

The culture and sports management office has a club, sports center and swimming pool. There are 12 fixed employees.

The shuttle bus team has 6 vehicles with 6 drivers, 3 ticket sellers and 1 short-term contract worker.

The bowling alley has 10 fixed employees and 30 short-term contract workers.

8. Property management center (managed under IRICO Three Production Company)

The center mainly collects the water and power fees of residents and has some overlap in function with the construction and horticultural company. At present, the center's total assets are 1,026,659.57 yuan; there are 12 fixed employees and 3 short-term contract workers.

9. Communication station and shuttle team under the operations office (operations office belongs to IRICO Three Production Company)

The communication station and shuttle bus team are currently operated in a contracting manner. The communication station mainly uses paging and intra-group telephones for its business and the paging service has basically been suspended. The internal telephone service has also been impacted heavily by social communication companies. The shuttle team has a small market and cannot survive independently. The communication station has 26 fixed employees, 2 short-term contract workers; the shuttle team has 10 fixed employees (1 person on awaiting job post) and 2 short-term contract workers.

10. Grain store under the Labor Services Company, self-selected shops, vehicle team

The grain store is operated for a policy nature and mainly provides IRICO employees with grain and oil products. It has always been making a loss and makes a loss of about 100,000 yuan every year. There are 10 workers, of which 9 are fixed employees.

The self-selection shop basically break even. There are about 20 fixed employees.

The vehicle team provides vehicle services to the Labor Services Company. It has 3 dump trucks, 4 sedan cars and 1 shuttle bus.

III. Operational logistics service units

11. IRICO Hotel (managed under IRICO Three Production Company)

IRICO Hotel is under Three Production Company and its main source of business and income is accommodation and conference functions. The absolute in-plant spending accounts for 17%~21% and market consumption related to the factory accounts for about 10%, the remaining is from customers on the market. As of the end of June 2003, the total net assets of the hotel were 10,564,608.43 yuan. The hotel has 204 workers, of which 58 are fixed employees who have signed a labor contract with IRICO Group Corporation.

12. IRICO Reception Center (managed under IRICO Three Production Company)

The main business and income of IRICO Reception are: accommodation, dining and beverage, undertaking small conferences, holding training classes. It has an annual income of about 4 million yuan and the revenue from dining and beverage accounts for 55% of this. As of the end of June 2003, the total net assets of the reception were 2,357,766.96 yuan. It has 103 workers, of which 19 are fixed employees who have signed a labor contract with the main plant.

13. Commercial drink company (managed under IRICO Three Production Company)

It has living stoves, cold beverage plants, pools and supermarkets under it. Main business: provide services related to living. From 1995 to 2000, a portion of the workers tried to make their own way. The enterprise profit index is 400,000 yuan in one year. As of the end of June 2003, the total net assets were 5,263,077.84 yuan. There are 163 workers, of which 58 are fixed employees (38 are currently on duty and 11 are engaged in self-employment). All of them signed contracts with the main plant.

14. Vehicle repair factory, advertising company, renovation company, comprehensive market at Qilipu under the Operations Office

At present, the advertising company, renovation company and vehicle repair factor is operated by personal business contracting. There are 4 fixed employees who work in the comprehensive management office (includes Qilipu comprehensive market where one person is on standby); there are 8 fixed employees at the vehicle repair factory, 4 fixed employees at the renovation company, and 5 fixed employees at the advertising company (operated by one person). The fixed employees mentioned above signed labor contracts with the main plant.

15. IRICO Electronic Devices (managed under IRICO Three Production Company)

This company mainly serves the main plant internally and undertakes the sporadic non-bulk and non-scale business to meet production needs. It takes internal factory orders and makes procurement in the market. Its profit is less than 5%. Assets: as of the end of June 2003, the total net assets were 108,699.12 yuan. Personnel situation: there are a total of 43 workers, all of which are fixed employees; 20 of them work in the office and 23 operate independently and pay management fees. The above employees all signed labor contracts with the Group Corporation.

16. Construction and horticulture company (managed under IRICO Three Production Company)

The main business of this company is the greenification and environmental protection of the production areas and living areas of the company. It also undertakes some construction and maintenance projects. Its total net assets are 3,298,280.38 yuan. The company currently has a total of 428 people: 113 fixed employees, 20 short-term contract workers and 295 laborers.

17. Labor insurance products plant (managed under IRICO Three Production Company)

Its main business and income come from the business of gloves and clothes cleaning. 95% of its business comes from the company and 5% is from external customers. In 2002, its operating revenue was 3.3 million yuan and its expected revenue for 2003 is 4 million yuan. The profit margin is about 5%. As of the end of June 2003, the total net assets were 120,765 yuan. It has 11 fixed employees and 59 short-term contract workers. 2 of the fixed employees are affiliated, have signed agreements, do not receive a wage, and personally assume their expenses and liabilities.

18. Trademark plant and printing plant under the Labor Services Company

The trademark plant mainly provides IRICO with trademark printing services and makes revenue of about 300,000 per annum. It has 10-plus fixed employees.

The printing plant mainly provide IRICO Group Corporation with internal printing services and makes just enough to maintain its operations. It has 20 or more fixed employees.

IV. Enterprises that provide supporting products or services

19. Shenzhen IRICO Electronics (one of four restructuring pilot units)

20. IRICO Net Plate Plant

Full name is IRICO Electronics Net Plate Plant (Originally IRICO Shadow Mask Branch Plant), this company is under IRICO CRT Main Plant. It mainly produces 37CM and 56CM flat screen shadow masks for CRT Plant No. 1 and all its products are sold to the Group for tube plants.

Net Plate Plant has 59 fixed employees.

As of 2003 October 31, its total assets were 18,654,057.40 yuan

21. IRICO Fluorescent Materials Ltd. Co

IRICO Group Company is the controlling shareholder of IRICO Fluorescent Materials Ltd. Co. The company was established on 1995 December 5 with a registered capital of 90 million yuan. The company mainly does business in three-color phosphors and raw powder used for color tubes and displays, and sells its own products. As of 2002 December 31, its total assets were 171,093,575.55 yuan, total liabilities were 45,459,952.82 and owners' equity was 123,735,183.15. The company currently has 240 fixed employees.

22. Xianyang Caiqing Electronics Company

Xianyang Caiqing Electronics Company was created after Xianyang Caiqin Electronics Devices Plant was restructured in July 2000. The company produces and sells nails, anode caps, stent glass rods and glass powder. As of 2003 October 31, the company's total assets were 66,500,336.21 yuan, liabilities were 26,145,267.23 yuan and owners' equity was 40,355,068.98 yuan. The company has 294 workers, of which 240 are fixed employees.

23. IRICO Electronic Packaging Material Factory (also known as IRICO Bubble Factory, managed under IRICO Three Production Company)

It mainly does business internally with the Group Corporation and makes 54cm and 64 cm bubble brackets for the share company, as well as refines sulfuric acid and high concentration hydrochloric acid for Fluorescent Company. Its assets are 4,300,000 yuan mainly due to the machinery and equipment. It has 30 fixed employees who have signed labor contracts with IRICO Group Corporation.

24. IRICO Bracket Plant (managed under IRICO Three Production Company)

It mainly does business internally with the company's plants and earns the difference after recovering old brackets and manually repairing them, exclusively supplies the Group. The Plant's current fixed assets are 530,000 yuan, of which property and buildings account for 337,000 yuan, machinery and equipment account for 47,000 yuan, electronic devices account for 70,000 yuan and transport equipment accounts for 75,000 yuan. There are currently 115 workers, of which 48 are fixed employees, 5 have taken long leave and 67 are on short-term contracts.

25. IRICO Chemical Plant (managed under IRICO Three Production Company)

The Chemical Plant mainly produces and supplies chemical products such as insulating liquid and water-soluble adhesives, etc. In 2002, the output value was 2.49 million and profit was 240,000 yuan. As of the end of June 2003, the total net assets were 1,360,779 yuan and non-performing assets were 174,532 yuan. The Chemical Plant has 21 fixed employees and 9 short-term workers.

26. IRICO Television Accessories Plant (part of the Labor Services Company)

The plant mainly produces inner screens for IRICO Color Tubes and has an annual income of 18 million yuan. It is the main source of revenue of the Labor Services Company. There are currently 120 fixed employees.

27. Plastic Product Plant (part of the Labor Services Company)

Supplies tubes and tube molds to IRICO Color Tubes exclusively and makes a profit of 800,000 annually. There are currently about 80 fixed employees.

28. Purification Equipment Plant (part of the Labor Services Company)

Provides air purification for IRICO Glass; the company is starting to lose money in recent years due to a price decline and high labor costs. The company loses about 50,000 yuan every year on average. There are currently about 30 fixed employees.

29. Plant 818 (also known as the glass recycling plant; managed under the Labor Services Company)

Its main business is to recycle and reuse glass from IRICO Glass. In recent years, the efficiency of the plant has declined in recent years due to an improved yield of IRICO glass. It made a profit of around 200,000 yuan last year. There are currently about 80 fixed employees.

30. Bubble Bracket Plant (part of the Labor Services Company)

Produces bubble brackets for IRICO and makes an annual profit of 200,000 to 300,000 yuan. There are currently about 50 fixed employees.

31. Polishing Plant (part of the Labor Services Company)

Provides glass polishing services to IRICO Glass branch Plant and makes an annual profit of several thousand to several tens of thousands of yuan. There are currently 10 fixed employees.

V. Functional departments that can be outsourced

32. IRICO Materials Company

This company is actually the materials procurement department of the Group Corporation. Managed by Group's company department, it mainly procures structural materials and auxiliary materials that are required for production from enterprises in Xianyang for the Group Corporation, and is responsible for recycling waste materials on the production line. It has 200 fixed employees and 140 or so short-term contract workers. Its employed assets and finances are both directly managed by the Group Corporation.

33. IRICO Sales Company

This company was originally IRICO CRT Main Plant Sales Company, and was later changed to IRICO Group Corporation Sales Company. It is managed by the Group's Company Department, and is only a joint-stock company sales company in name. Its main function is overall responsibility for the internal sales of the head plant and the joint-stock company. There are 67 fixed employees and all are on duty. Its employed assets and finances are both directly managed by the Group Corporation.

34. China National Electronics Import & Export Caihong Company (one of four restructuring pilot units)

Currently the company does business as China National Electronics Import and Export Co; actual assets, personnel, and business all belong to IRICO Group Corporation. It actually serves as IRICO Group Corporation's import and export business management department.

V. Wholly owned and controlled companies established by IRICO Group Corporation that have little relevance to the principal business

35. Shaanxi IRICO Construction Engineering Company (one of four restructuring pilot units)

36. Shenzhen Hongyang Industry and Trade Company

At present, the company mainly operates: phosphor sales and property leasing.

As at 2002 December 31, the total assets were 244,022,127.08 yuan, total liabilities were 15,467,162.26 and owners' equity was 228,554,964.82.

37. China Electronic Device Industry (one of four restructuring pilot units)

38. IRICO Hongyou Transportation Company

As of the end of June 2003, the company's net value of fixed assets was 25,877.84. There are currently 23 workers, all of which are fixed employees of IRICO. 15 of them are paid wages for their post while the others are paid living expenses of 500 yuan every month.

39. Xi'an IRICO Electric Industrial (closed)

As of 2002 December 31, the total assets were 77,999,911.54, total liabilities were 100,117,247.22 and owners' equity was -22,117,335.68.

40. IRICO Haikou Hot Spring Hotel (closed)

IRICO Haikou Hot Spring Hotel is a wholly owned subsidiary of IRICO Group Corporation. Due to its suspension of business in 2002, there is no product sales revenue or product sales cost. The administrative expenses are 2.6497 million yuan and the loss made was 2.3347 million yuan.

As of 2002 December 31, the total assets were 79,995,391.52, total liabilities were 1,135,456.44 and owners' equity was 78,859,935.08 yuan.

彩虹集团公司 主辅分离、改制分流总体方案

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彩虹集团公司

主辅分离改制分流总体方案

第一部分：彩虹集团公司的基本情况

一、彩虹集团公司简介

（一）集团公司历史沿革

彩虹集团公司是经国务院批准设立的国家特大型国有独资企业，直接归属国务院国有资产监督管理委员会管理。彩虹集团公司是在原彩虹电子集团基础上重组设立的，其前身是陕西彩色显像管总厂，被列为国家“六五”计划重点引进项目。我国第一只彩色显像管在这里诞生。

（二）集团公司资产、经营情况

1、资产情况

截止 2002 年 12 月 31 日，彩虹集团公司经审计的资产合计 7,643,448,360.88 元，负债合计 3,569,855,181.88 元，所有者权益合计 3,183,341,699.29 元。

2、经营情况

彩虹集团公司以彩色显示器件（CRT）为主业，其中，彩色显像（显示）管的年生产能力近 1000 万只，公司从建成投产至今，共生产彩色显像管（显示管）7,853 万只，产品累计销售收入 643 亿元，实现利税 81.28 亿元，出口创汇 9.4 亿元。

（三）集团公司人员情况

彩虹集团公司现有职工人数 21410 人，其中具有全民身份的职工（即固定工或称固定工）10800 人，短期合同工 10000 余人。各类管理人员 1110 人，各类工程技术人员 1579 人。

（四）集团公司的投资结构和骨干企业

目前，彩虹集团公司拥有全资子公司、控股公司及参股公司共有 20 多家（详见附件 1：彩虹集团架构图），其中，彩虹彩色显像管总厂和彩虹显示器件股份

有限公司（上市公司）是彩虹集团公司的主要骨干企业。

彩虹彩色显像管总厂

彩虹彩色显像管总厂是 1979 年经陕西省工商行政管理局批准成立的全民所有制企业，是彩虹集团公司的全资子公司。总厂下设彩管一厂等 10 个实行内部独立核算的非法人单位。上述单位的报表在总厂汇总。

截止 2002 年 12 月 31 日，资产合计 3,888,437,572.68 元，负债合计 2,111,671,712.81 元，所有者权益合计 1,776,765,859.87 元。

彩虹显示器件股份有限公司

彩虹显示器件股份有限公司于 1992 年 7 月 29 日成立，公司股票于 1996 年 5 月 20 日在上海证券交易所挂牌交易。目前，彩虹集团公司持有彩虹显示器件股份有限公司 56.14% 的股份。

公司主要产品有 64cmFS、54cmFS 普通彩色显像管和 64cmPF、74cmPF 纯平彩色显像管，主要从事彩色显示器的开发、生产和经营。

截止 2002 年 12 月 31 日，公司资产合计 2,401,187,451.43 元，负债合计 740,126,713.15 元，所有者权益合计 1,661,060,738.28 元。

二、 彩虹集团公司主业发展情况

（一）彩虹集团公司在突出主业、精干主体、提高主业竞争力方面的探索和实践

1、采取的措施和主要做法

（1）1993 年彩虹集团公司成立三产事业部，1994 年更进一步将其改制为独立的企业法人，成立彩虹三产总公司，将为主业配套的一些辅助生产系统和后勤服务单位的职能予以分离，这是彩虹集团公司这些年来分离辅业和安置富余人员的最主要的渠道和方式。

（2）1998 年将下属的内蒙电视机厂交还原地方；将北京六所整体进行剥离，实现资产和管理与彩虹完全脱钩。这些单位的业务与彩虹集团公司的主营业务关联度不大，将其予以剥离，有利于突出主业、精干主体。

(3) 1999 年, 彩虹器件股份公司对彩管二厂实施整体并购, 实现了规模效应, 进一步提高了主营业务的竞争力。

(4) 2002 年, 将荧光粉厂、偏转工厂分别出售给荧光材料公司和西安资讯公司, 使其规模得到扩大, 搏击市场的能力增强。

(5) 2002 年, 实施内部模拟市场方案和内部价格结算办法, 增强了各生产单位的市场意识。

(6) 1992 年推行并不断完善的岗位技能工资制度, 不但节约了人力成本, 也为主业继续深化三项制度改革作了铺垫。

(7) 尝试向新型显示器件进军, 如和有关科研机构合作生产有机 EL, 试产 PDP 产品等, 以解决集团公司后续发展的问题。

(8) 加强了科研机构和人员的建设, 加大对集团公司技术中心的投资力度, 一方面增强了密切跟踪新型显示器件的能力, 一方面通过一系列的技术改造和技术措施, 对现有工艺进行改造, 为主业挖掘生产潜力和增加效益做出了贡献。

彩虹集团公司因应竞争形势的需要, 通过上述措施, 重组企业生产要素、推动内部机制转换、加强科研力量, 使主业在发展中逐步得到明晰、竞争力得到加强。

2、取得的成效

上述措施和做法的实施, 取得了明显的成效, 彩虹集团公司的各项经济指标均实现了稳定增长, 2002 年彩管产量达 960 万只, 创历史最高记录, 玻壳产量达 1651 万只, 电子枪产量达 1038 万只, 偏转线圈产量达 1060 万只, 荧光粉产量达 360 吨, 荫罩 489 万只。2002 年度公司实现销售收入 71 亿元, 同比增长 20.21%; 完成工业总产值 122.3 亿元, 同比增长 34%; 完成工业增加值 25.8 亿元, 同比增长 15.8%; 实现利税 8.7 亿元, 同比增长 31.8%。2002 年度实现利润总额 455, 873, 145.97 元, 同比增长 58%; 出口创汇 1.34 亿美元, 同比增长 30%。

(二) 彩虹集团公司实施下岗分流、减员增效、分流安置富余人员政策的基本情况

1、彩虹集团公司采取的主要措施和方式：

（1）通过技改举措实现减员增效。

（2）借用优势资源和产品，积极引进社会资本和外资，设立合资合作公司，先后参与设立了西安彩虹资讯有限公司、咸阳彩虹电子配件有限公司、陕西彩虹荧光材料有限公司、咸阳彩秦电子器件有限责任公司等独立法人单位，吸纳了大量企业富余人员。

（3）设立三产总公司，通过将集团公司一些后勤、公益、物业、培训等部门向三产总公司移交，安置主业分流人员，促使上述部门独立核算，变服务为经营，逐步走向市场化，取得了很大成效。近 9 年来，通过三产总公司安置的主业富余人员达 1500 多人。

（4）利用陕西省和西安市有关政策，对西安彩虹电器工业有限责任公司职工进行分流安置，至今已分流安置 400 多人。

（5）集团公司各所属企业通过自身挖潜改造，精简合并，提高劳动生产率，实现减员增效。

（6）按照国家有关内部退养的政策，分流安置部分职工，截止 2003 年 12 月 31 日，集团公司实行内部退养人员达到 200 多人。

（7）彩虹集团公司及其所属各单位通过强化管理，依法与一小部分严重违反劳动合同的职工解除劳动合同。自 1995 年底至今，实现减员 400 多人。

2、取得的成效

通过上述措施，彩虹集团公司共安置分流富余人员共计 4000 多人，约占企业总人数的 20%，为实现彩虹集团公司主业精干作出了贡献，对进一步实施主辅分离工作也是很好的铺垫。彩虹集团在建厂初期彩管的年产量只有 96 万只左右，人员为 6000 人左右；目前，彩虹集团的彩管年产量已经达到 1000 万只，而从事彩管生产的员工只有 13,000 人，企业的劳动生产率有了大幅度的提高。

（三）彩虹集团公司主业发展面临的主要问题

1、彩虹集团公司国有独资企业的所有制形式严重制约了主业的继续发展

根据 2002 年的数据显示，目前国内生产 C R T 产品的企业中有 9 家为外资或合资企业，另外 2 家为内资股份制企业，唯有彩虹集团公司一家是国有企业。在激烈的竞争中，体制所产生的影响越来越大，彩虹集团公司单是在体制上就已经落后竞争对手。

2、彩虹集团公司的集团战略管理功能尚未发挥作用。

这表现在：整个集团长期没有明确的战略定位和发展规划；对市场的研究和开发能力严重不足；至今还没有建立以市场为导向的经营管理体制，管理模式大多沿袭以前的工厂管理模式，各个主业生产单位注重生产管理、经营管理明显薄弱；很多经营者陷入事务性工作之中；以产权为纽带的母子公司管理体制尚未形成等等。

3、人才结构不尽合理、高级管理和经营人才匮乏；人工成本总体偏高；劳动、人事、分配制度改革亟待深化。

集团公司现有的人才结构不尽合理，生产管理和工程技术人才充足，而高级管理和经营人才则严重缺乏，尤其缺少诸如信息管理、国际营销、资本运作、风险控制等方面的高级管理和经营人才。同时，彩虹集团干部队伍的思想观念、综合素质、知识结构等已不能适应彩虹集团公司主业进一步发展壮大的需要。

人员能进不能出，收入能增不能减，非市场化的高收入大大增加了彩虹集团公司的管理成本和人工成本，无形中削弱了企业的竞争力。

上述问题的存在，与集团公司人事、劳动、分配三项制度改革不到位有密切关系；这些问题也只有在三项制度改革不断深化的过程中才能真正得到解决。

4、主业不突出、主体不精干、企业负担沉重。

由于长期以来缺乏明确清晰的企业发展战略等原因，彩虹集团公司经营范围过于宽泛、主业不突出，辅业和企业办社会负担沉重的问题并没有得到根本解决。

总之，上述体制问题、管理问题、内部机制问题、人才问题以及主辅不清、社会负担沉重等问题均是制约彩虹集团公司主业发展的因素。而其中所有制形式、人才问题和主辅不清、企业负担沉重问题对主业发展的制约作用最为明显，是迫切需要解决的问题。

(四) 分流安置富余人员工作中存在的问题

目前，彩虹集团公司在分流安置主业富余人员方面依旧面临着一些特殊问题，在一定程度上影响到这项工作的继续开展。主要表现在：

1、社会经济大环境的制约

彩虹集团主体企业和绝大部分职工所在的咸阳市处于我国西部地区，属于经济和社会欠发达的地区，社会对劳动力资源的公共需求较小，市场容量有限，而下岗失业人员又较多，分流安置富余人员、减员增效的难度非常之大。

2、职工思想观念保守

企业几十年来形成了相对封闭、相对独立的工业城区，导致职工传统观念意识较强，适应经济变革的能力较弱，思想相对保守，推行改革的思想阻力很大；

3、以往分流安置富余人员模式的局限性

以前的模式没能在人员分流的同时相应建立完善的劳动合同制度，多数被分流安置职工的劳动关系仍旧保留在彩虹集团公司或总厂，企业对这些职工的管理也沿袭原固定工的管理模式。这就导致：人员的劳动关系和身份并没有改变，职工的劳动就业观念也没有发生根本改变，实际是分而不离，企业的无限连带责任并没有真正解除。

此外，对接收主业富余人员的单位也没能建立健全法人治理结构，产权关系、隶属关系上没有发生根本改变，制约了这些单位的发展。

在上述情况下，是难以实现产权关系、劳动关系、隶属关系的清晰和规范。

(五) 彩虹集团公司今后精干主体、提高主业竞争力的改革发展思路与目标规划

彩虹集团公司精干主体、提高主业竞争力的具体思路或规划是：

1、主业改革发展的思路

- (1) 继续深化产权制度改革，对主业实施规范的公司制改造。
- (2) 完善彩虹集团公司中长期发展战略

- (3) 明确集团公司的定位和职能，建立和完善母子公司管理体制。
- (4) 实现彩虹集团公司主业企业基本管理制度从生产管理型向经营管理型、战略管理型转变。
- (5) 在传统行业和产品领域实施总成本领先战略，走低成本发展之路
- (6) 在新型显示器件领域实施相关多元化战略，加强技术研发力量，提高跟踪新型显示器件领域新产品新技术的能力，为彩虹集团公司实现行业和产品的结构性调整提供支持。
- (7) 优化现有的内部组织机构和职能，并在此基础上改革人事、劳动、分配制度。
- (8) 继续加强企业领导力文化等企业文化体系建设。
- (9) 分离企业办社会职能，分离辅业，使主业轻装上阵。

综上，彩虹集团公司发展的整体思路是：在正确的发展战略的指引下，围绕打造总成本领先的核心竞争力，发挥集团公司战略管理职能，对整个企业集团的产权制度、管理体制、内部机制、企业文化等进行全方位的重组和改造，增强主业竞争力；实施主辅分离，明晰主业，减轻负担；同时，通过科研力量的加强改造和创新现有产品、优化产品结构，并为集团公司适时进入新型显示器件产品领域，实现产业结构性调整做好准备。

2、目标规划

最终要实现的目标是：到 2010 年，不但在传统的 CPT 领域具备明显优势，能够引领传统 CRT 产业；而且在新型显示器件领域，具备产品研发能力或与跨国公司合作生产的能力，成为产品多元化、经营规模化、管理现代化、具有国际竞争力的显示器件生产和研发基地、国际知名企业集团，为实现“百年彩虹”的远景目标奠定坚实基础。

第二部分 彩虹集团公司主辅分离、改制分流的总体情况

第一则 主辅分离

一、主辅业划分的依据和范围

（一）主辅业的划分依据

1、彩虹集团公司 2003 年制订的企业战略定位和发展规划是确定主辅业界限的最重要、最基本的依据

（1）彩虹集团公司的战略定位和发展规划

1、行业和产品定位

彩虹集团公司的行业定位和产品定位于现有的 CPT 产品领域。

2、彩虹集团公司的发展战略

（1）发展战略和中长期规划

彩虹集团公司的总体发展战略是：在传统的 CPT 产品领域，实施总成本领先的基本竞争战略，打造成本最低的核心竞争力，奠定实现经营规模化的基石，使彩虹集团公司成为该产品领域内总成本最低、竞争力最强的显示器件巨头；

在作好传统 CPT 产品的同时，实施相关多元化的经营战略，将新型显示器件作为彩虹集团公司新的经济增长点，培育第二支柱产业。鉴于目前彩虹集团公司尚不具备大规模进入新型显示器件产业领域的条件，因此，将主要采取积极跟踪的策略，逐步进入新型显示器件产业领域。实现该战略的途径主要有两种：一是通过密切跟踪、调研新型显示器件领域的技术、新产品的发展趋势，适时大规模进入该领域；二是借助国外显示器件产业结构调整和专业化分工的时机，与跨国显示器件企业实施战略合作，通过提供专业配套等方式，逐步参与到新型显示器件的价值链条中，实现产业和产品的结构性调整，并为最终全面进入该领域作好铺垫。

（2）中长期战略的目标

到 2010 年，使彩虹集团公司发展成为产品多元化、经营规模化、管理现代化的中国最强、最大的显示器件生产和研发基地、世界一流和国际知名的大型企业集团，为“立百年彩虹”的远景目标奠定坚实基础。

根据彩虹集团公司上述战略定位和发展规划，现有 CPT 产品以及新型显示器件产品领域，是彩虹集团公司的核心业务和大力发展的方向，即属于彩虹集团公司的主业。

（详见附件 2：《彩虹集团公司的战略定位和发展规划》）

2、根据彩虹集团公司的实际情况，部分彩管配套企业也将列入主业范畴，具体划分时考虑以下因素：

- (1) 与彩管的关联度大、不可分割的配套企业，作为主业；
- (2) 交易成本或转换成本高，直接影响彩管竞争力的配套企业，作为主业；
- (3) 占彩管成本构成比重大，直接影响彩管竞争力的配套企业，作为主业；
- (4) 对彩管的整体利润贡献率或所占收入的比重较大，对彩虹集团公司收入影响大的配套企业，作为主业。

(二) 主辅业的基本范畴

1、主业基本范畴

根据彩虹集团公司的行业和产品定位，可以确定：主业必须与显示器件有关，与显示器件无关的行业和产品不能列为主业范畴。

根据彩虹集团公司打造总成本领先这一核心竞争力的战略规划，可以确定：并非所有与显示器件有关的行业和产品都能作为主业，只有那些对彩虹集团核心竞争力的构成产生直接影响的显示器件企业和产品才属于主业范畴。

鉴于彩虹集团的核心竞争力在于总成本领先，而总成本领先主要是由于彩虹集团综合配套能力强，因此，对于那些直接影响彩虹集团显示器件总成本构成的主要配套企业，同样列为主业的基本范畴。

在划分主业的基本范畴时，不以具体企业规模大小、是否赢利为指标，只以是否为彩虹集团发展战略中确定的主要发展方向或者是否与彩虹集团核心竞争力构成不可分割作为依据。

2、辅业的基本范畴

主业范畴之外，即属于广义的辅业范畴。

辅业的基本范畴主要包括：

- (1) 企业承担社会功能的部分（如学校、医院、公安处、彩虹职大、彩虹中专、彩虹技校等）；
- (2) 后勤服务系统（主要集中在三产总公司、劳动服务公司等企业系统内）；
- (3) 市场化程度较高、交易或转换成本不大的配套生产系统；

(4) 具备外包条件的职能部门(如彩虹集团公司内部一些非独立法人的经营性单位和彩虹进出口公司);

(5) 彩虹集团公司投资的与 CRT 产业无关的行业。根据彩虹集团公司的发展战略和结构调整的安排,上述单位所从事的行业和提供的产品和服务均不是彩虹集团公司要发展的主要方向,都属于广义的辅业范畴

(三) 彩虹集团公司主辅业的具体范围

1、主业的具体范围:

根据彩虹集团公司上述主业和辅业的划分依据,综合考虑彩虹集团公司的发展战略和结构调整的需要,经过彩虹集团公司经理办公会研究决定,彩虹集团公司目前主业和辅业的范围分别界定为:

(1) 主业产品主要包括:

1) 各种品种和规格的彩色显示器件的生产和总装;
2) 彩色显示器件的主要零配件产品,包括电子枪、玻璃、偏转线圈、专用零件等;

(2) 主业企业主要包括

- 1) 彩管一厂(彩管总装)
- 2) 彩虹显示器件股份公司(彩管总装)
- 3) 电子枪厂(彩虹彩管专配、不可分割)
- 4) 玻璃厂(所占成本比重大、转换成本高)
- 5) 动力厂(不可分割)
- 6) 西安彩虹资讯有限公司(所占收入和成本比重大、转换成本高)
- 7) 咸阳彩虹电子配件有限公司(专配产品,不可分割)
- 8) 珠海彩珠实业总公司(所占收入比重大)
- 9) 彩虹昆山实业总公司(所占收入比重大)

2、彩虹集团公司辅业具体范围:

主业范围之外,就是广义的辅业。主要包括企业办社会单位;为主业提供后勤、交通运输、工程建设、采购、销售和进出口、物业管理等后勤服务的经营

性单位；市场程度化较高，交易和转换成本较低的为彩色显示器件提供零配件及原材料的单位；与彩色显示器件无关的行业和产品均属于辅业。这些辅业单位主要有：

(1) 企业办社会 具体分三类：

- 1) 承担政府职能的单位：集团公司公安处。
- 2) 公益型单位：彩虹学校、彩虹医院、彩虹职大、彩虹中专、彩虹技校
- 3) 福利型单位：彩虹幼儿园，公益设施部（含班车队、保龄球馆、游泳池、体育馆、房产管理室），物业管理中心，经营室下属的客车队和通信站（上述单位均归三产总公司管理）；劳动服务公司粮店、自选商场、车队等。

(2) 提供后勤服务的经营性单位

三产总公司下属的彩虹宾馆，招待所（含旅行社），劳保用品厂、商饮公司，彩虹经营室下属的广告公司、装潢公司、七里铺综合市场、汽修厂，设备公司，修建园艺公司，劳动服务公司下属商标厂、印刷厂等单位。

(3) 配套生产企业（市场程度化较高，交易和转换成本较低的彩色显示器件零配件企业）

- 1) 彩虹网版厂
- 2) 彩虹荧光材料有限公司
- 3) 彩秦电子有限公司
- 4) 深圳彩虹电子有限公司
- 5) 三产总公司下属的托架厂、电子包装材料厂、化工材料厂
- 6) 劳动服务公司下属彩虹电视配件厂、塑料制品厂、泡托厂、净化厂、研磨厂、818厂（玻壳再生厂）

(4) 具备外包条件的职能单位

企业内部承担市场功能的职能单位，如彩虹物资公司，彩虹销售公司，彩虹进出口公司。

(5) 彩虹集团公司投资的与主业关联度不大的企业

- 1) 集团公司的全资子公司。

- a、陕西彩虹建设工程公司及其管理的彩虹房地产开发公司、彩虹工程建设监理公司、彩虹建设工程设计院。
- b、深圳虹阳工贸公司
- c、彩虹惠州总公司
- d、海口温泉大酒店有限公司
- e、中国电子器件工业总公司
- 2) 集团公司控股的子公司
 - a、彩虹虹友运输公司（归三产总公司管理）
 - b、西安彩虹电器工业有限责任公司
- 3) 集团公司参股的公司
 - a、北京全创通讯设备有限公司
 - b、北京盈富泰克投资有限公司、
 - c、北京维诺信科技有限公司、
 - d、深圳市瑞科澳电子技术开发公司、
 - e、永安保险公司
 - f、彩虹包装箱厂
- j、深圳彩虹皇旗资讯公司

二、实施主辅分离的主要途径

（一）实施主辅分离的途径

对列为辅业的上述单位，将分别情况，采取以下途径予以分离：

1、对于彩虹学校、彩虹医院、彩虹集团公安处、彩虹大专、彩虹中专、彩虹技校等企业办社会职能，要通过与地方政府协商，在妥善处理资产、机构、人员的基础上，成建制移交地方政府，分离企业办社会职能。对于政府不愿或无力接收的承担企业办社会职能的单位，如符合国家从事产业化经营的政策，则可按照改制分流方式实施主辅分离。

2、对于企业自办福利型后勤服务机构，要从福利型转变为经营型，由无偿服务改为有偿服务，由单纯的为企业服务逐步转为面向社会服务，逐步改造成为独立核算、自负盈亏的经济实体。具备市场生存条件的，参加改制分流。

3、对于经营性的后勤服务单位，通过改制分流方式进行主辅分离，组建产权主体多元化的法人经济实体。

4、对于市场化程度较高的小型配套生产企业，按照前述原则参加改制分流。

5、对于集团公司具备外包条件的单位，指彩虹集团公司内部一些职能部门：将其创办为独立的法人经济实体，作为市场主体为彩虹集团继续提供相关服务。

6、彩虹集团公司投资的与主业关联度不大的企业。这具体又分为三种情况

(1) 彩虹集团公司全资的辅业公司：具备条件的，全部参加改制分流；

(2) 彩虹集团公司控股的辅业公司，在征得其他股东同意后，改制分流

(3) 彩虹集团公司参股的公司，不参加改制分流，按照集团公司的战略规划对投资进行战略性调整，逐步退出，将所得资金用于主业发展。

7、对于已经停业或者面临其他生存问题的单位，如海口彩虹温泉大酒店、西安彩虹电器工业公司、彩虹虹友运输公司等单位，要通过转让、合作或依法进行清算的方式进行主辅分离，在盘活现有资产的基础上，用所得资产妥善分流安置所在单位的职工。

(二) 改制分流是实施主辅分离的主要途径

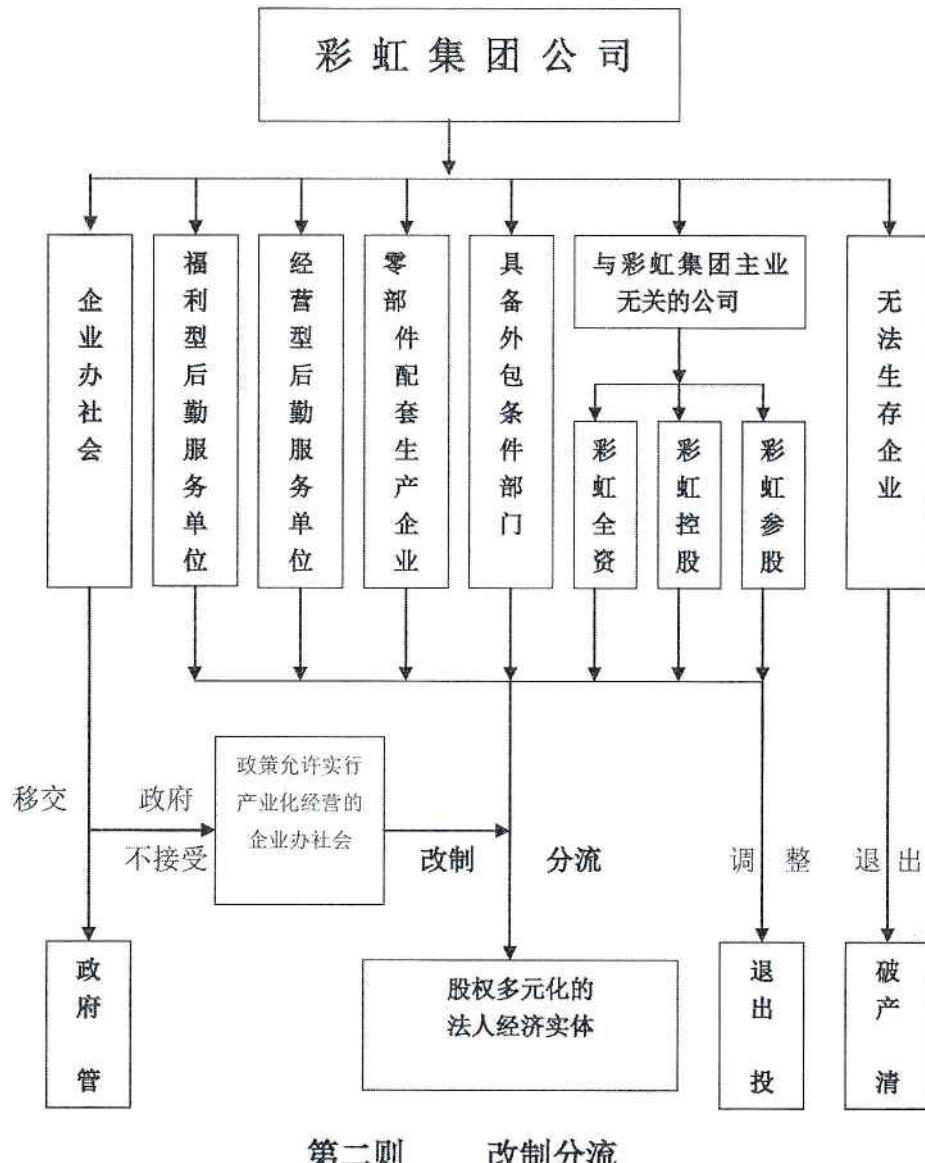
1、改制分流方式适用于资产属于主业的三类资产、人员属于主业富余人员、可以实行产业化经营的单位。

2、对于国家不允许实行产业化经营的单位如彩虹集团公司公安处、彩虹学校的初中小学（义务教育阶段），以及彩虹集团公司参股的企业，均不能以改制分流方式进行主辅分离。除此之外的其他辅业单位则可通过改制分流的方式实现与主业的分离。

3、对于资产属于彩虹集团公司主业的三类资产范畴、人员属于主业需要精简的富余人员、同时具备市场经营条件的辅业单位，将主要采取改制分流的方式与彩虹集团公司主业分离。

总之，根据彩虹集团公司的实际情况，改制分流将是主辅分离的主要途径。

图：彩虹集团公司主辅分离示意图



一、改制分流的总体思路

(一) 总体思路

(1) 利用彩虹集团公司具备经营条件的三类资产，改制创办面向市场、独立核算、自负盈亏的法人经济实体（鼓励民营化），分流安置企业富余人员，最终实现产权关系、劳动关系、隶属关系的清晰化和市场化。在解决主业精干的基础上，为辅业在市场中发展壮大奠定基础。

(2) 对具备市场生存能力、经营者和职工有改制意愿的改制企业，直接改制为非国有法人控股的法人经济实体；对于暂时不具备条件的，可继续保持国有法人控股地位，但务必做到产权明晰、独立核算、面向市场、自负盈亏，并作好向非国有法人控股企业发展的规划和各项准备。

(3) 在进行上述分离改制工作时，依法理顺各单位人员尤其是正式职工与所在单位的劳动关系。对分流进入改制为非国有法人控股企业的富余人员，原主体企业要依法与其解除劳动合同，并支付经济补偿金，职工与改制企业签订不少于三年的劳动合同；对分流进入改制为国有法人控股企业的富余人员，原主体企业和改制企业可按国家规定与其变更劳动合同，用工主体由原主体企业变更为改制企业。

(二) 要实现的目标

1) 具备改制条件的企业，要调整产权结构，完善公司治理结构。改制后，变单一国有为非国有控股的产权结构多元化的公司制企业；暂时不具备条件的，也要实现产权多元化。国有股原则上不能超过 75%。

2) 分流富余人员，实现劳动优化组合。全员身份置换后，企业可以将因人设岗改为按工作需要设岗，并普遍实行竞争上岗，降低人工成本，提高劳动生产率，提高企业竞争力。

总之，要使具备市场生存条件的辅业单位按照公司法的规定改制成具有独立法人资格的市场经济主体，并在竞争中发展壮大；在妥善安置职工的基础上，改变职工的国有职工身份，提高其市场意识和竞争力。

二、可用于改制分流的三类资产情况

1、三类资产的界定依据和范围

上述三类资产界定的依据为：(1) 859 号文及相关文件对“三类资产”内涵的界定；(2) 彩虹集团公司的发展战略，以及彩虹集团公司主辅业划分的标准和范围。具体而言，所有划入辅业范围的资产均属于三类资产的范畴，属于非主业资产；目前彩虹集团公司没有闲置一年以上有市场生存能力的有效闲置资

产、彩虹集团公司也没有也没有政策性关闭破产企业，因此也不存在符合国家产业政策、有一定获利能力的破产企业资产。

因此，彩虹集团公司的三类资产就是彩虹集团公司的非主业资产，包括辅业资产、后勤服务单位的资产以及与主业关联度不大的其他资产；由于部分企业办社会的资产如公安处的资产、彩虹集团公司在参股企业的所有者权益不参加改制分流，应当从非主业资产中剔除，其余的非主业资产则属于可以参加改制分流的非主业资产。

2、三类资产的总体情况

(1) 三类资产涉及的主要产品和服务

企办学校、医疗服务、建筑设计、施工监理安装、宾馆招待、幼儿教育、物业管理、治安保卫等后勤服务单位以及为彩管配套的部分生产企业、此外还有一些企业的产品和服务与彩虹集团公司主业没有关联度。

(2) 三类资产的使用和效益情况

三类资产的整体效益较差，有些已经因为市场变化的原因导致价值锐减，；有些资产本属于福利性设施，不具备经营能力；部分属于彩虹配套生产用资产，但是由于人工成本高，附加值偏低，效益一般。另外，三类资产中的不良资产较多。

(3) 三类资产总额及所占总资产的比重

经过初步统计，非主业资产为 17 亿元，约占彩虹集团公司总资产的 23%。

三、改制分流涉及的人员情况

1、总体情况

改制分流涉及的富余人员为 3853 人，占彩虹集团公司全部职工的 18% 左右，占固定工人数的 36%。

2、社会保险情况

彩虹集团公司改制分流单位均按照国家和陕西省、咸阳市的规定参加了养老、疾病、失业、住房公积金等社会统筹，其中离退休人员已实行社会化管理，所有单位均没有任何欠缴社会保险费的情况。

3、对职工负债情况

改制分流单位没有欠发工资、集资款、社会保险费等对职工负债的情况。

附： 彩虹集团公司三类资产及其涉及的人员情况表

（截止到 2003 年 10 月）

序号	三类资产涉及的单位	资产数额（单位：元）	涉及人员人数
1	彩虹医院	12272601	150
2	彩虹学校	76102381	229
3	培训中心	1994856	40
4	三产总公司（含下属单位）	59925425	552
5	劳动服务公司（含下属单位）	80510000	111
6	建设工程公司	10479099	78
7	物资公司	13234605	200
8	销售公司	2974560	67
9	中国电子器件工业总公司	562319639	189
10	深圳虹阳工贸公司	244022127	4
11	西安彩虹电器工业公司	77999911	1373
12	深圳彩虹电子公司	29409679	8
13	陕西彩虹荧光材料公司	171093575	240
14	彩虹电子网版厂	18654057	159
15	彩秦电子公司	66500336	237
16	彩虹进出口公司	233810376	65
17	彩虹海口温泉大酒店	79995391	20
18	彩虹幼儿园	（含在三产数字内）	112
19	彩虹包装箱厂	参股企业	11
20	深圳皇旗资讯公司	参股企业	8
	总计	1741298615	3853

四、改制分流应遵循的原则

（1）改制分流要与业务、资产、人员结构调整相结合，注重资源整合，以提高改制企业的市场生存能力。

由于管理体制、利益格局等方面的因素，彩虹集团公司内部存在着严重的同业竞争以及资源被分割的局面，这种情况不但造成无谓内耗，并且无法发挥资源优势，削弱了企业的竞争力。因此，在主辅分离、改制分流过程中，无论

是主业还是辅业，均应当重视资产、人员、业务等方面的重大重组工作。

（2）统筹规划，分步实施，成熟一个，改制一个。

按照有利于稳定和提高企业市场竞争力的目的，对辅业单位的资产和业务进行重组，人员总体上仍按照现在所处的单位和岗位进行分流。对于具备经营和改制条件的，彩虹集团公司退出国有股份或仅保持参股地位；对于有经营能力，但是暂时不具备国有股退出或参股条件的，可暂时保持彩虹集团公司的控股地位，但应创造条件，尽早退出。

五、改制分流的主要形式和股权设置

（1）改制分流的形式

根据具体辅业单位的情况，充分利用市场资源和手段，按照《公司法》和其他有关法律法规的规定，通过合资、合作、出售、租赁、承包等方式，逐步实现产权主体多元化，鼓励职工、经营者和社会投资者对改制分流企业进行投资，允许职工将所得经济补偿金折为改制分流企业的股份。

将辅业单位改制为股权多元化的公司制企业是改制分流的主要方式。大多数辅业单位将直接或分两步改制为非国有法人控股的股权多元化的有限公司。

（2）主辅分离、改制分流企业股权设置

1) 对于具备市场生存条件的改制分流企业，直接改制为非国有法人控股的有限责任公司，彩虹集团公司国有法人股可一次性退出或保留参股地位，参股比例原则上应低于 20%；

2) 对于暂时不具备市场生存能力的改制分流企业，彩虹集团公司也应整体规划、逐步退出，彩虹集团公司的持股比例原则上应低于 75%。

3) 对于政府不愿接收、国家政策允许产业化经营的企业办社会单位，也可改制为法人经济实体，其股权设置参照改制企业的股权设置模式进行。

六、改制分流企业的资产和债权债务处理

（一）基本原则

- 1、剥离非经营性资产，避免不合理的社会负担。
- 2、剥离不良资产、闲置资产，提高资产的质量。
- 3、争取引入增量资产。通过引进战略投资者、经营者持股、职工持股注入增量资金，盘活存量。
- 4、充分利用三类资产，发展配套辅业，安置分流职工。
- 5、遵循“资产随业务走”的原则，与改制单位生产经营业务有密切关系的资产保留在该公司。保持资产的完整性，保障改制单位有独立完整的业务体系。
- 6、依据资产相关性、业务相关性及人员相关性原则，合理划分债权债务。

(二) 资产和债权债务的处理

1、资产处置

(1) 资产的范围和基本处理程序

1) 列为辅业范围的资产是指非主业资产、闲置资产、关闭破产企业的有效资产即所谓的“三类资产”，其数额以经过资产清查、审计、评估的后的国有资产为准。对各辅业企业及相关辅业资产将根据资产质量、盈利状况决定是否给予折扣优惠。

2) 对于改制企业占用的资产应首先明晰其产权关系。

对于产权关系不明确或者存在产权争议的（如彩虹劳动服务公司），应先进行产权界定或产权纠纷调处；对于出资证据齐全但尚未明确产权归属关系的，应按照规定补办相应手续。

3) 彩虹集团公司主持、改制分流企业予以配合，对改制分流企业的各类资产进行全面的登记清查、全面核对查实帐面上各类资产和债权债务，并编制资产负债表和财产清单。在资产清查中，对于拥有实际控制权的长期投资，清查工作将延伸至被投资企业。

4) 清查出的资产损失、包括坏帐损失、存货损失、固定资产及在建工程损失、担保损失、股权投资损失、债权投资损失以及经营证券、期货、外汇交易的损失等资产损失，其资产损失的认定和核销按照财政部关于印发《企业资产损失财务处理暂行办法》的通知（财企〔2003〕233号）和国务院国有资产监

督管理委员会《国有企业资产损失认定工作规则》的有关规定确认处理。

5) 改制分流企业的国有资产的评估结果即国有净资产首先应用作对分流进入非国有法人控股的改制分流企业的人员的经济补偿, 补偿标准按照国资委(2003) 21号文件执行。

6) 改制分流企业的国有净资产按照规定进行各项提留和支付后的不足部分, 由彩虹集团公司予以补足; 对于企业资产规模较大, 国有净资产按规定进行各项支付后仍有剩余的, 其剩余部分可向改制企业的员工(包括经营者)或外部投资者出售, 也可采取租赁、入股或转为债权等方式留在改制企业。

7) 对于分布于不同企业但资产和业务具备相关性的资产, 将根据市场情况统一由彩虹集团公司进行业务和资产的重组, 相应人员原则上也遵循人员随业务走的原则进行处理。

8) 对于已经没有市场前景或者资产质量很差的资产, 能依法进行损益处理的, 要及时处理; 对于不能计入损益的, 由改制分流企业提出充足依据, 彩虹集团公司在评估值10%以内的经确认研究后予以优惠; 对于超出10%的, 由彩虹集团公司上报申请国资委确认。

9) 对没有纳入改制分流企业范围的, 但具备经营条件的剥离资产, 可以其组建企业法人, 独立核算, 并相应安置部分富余人员; 对于不具备经营条件的剥离资产, 可采取整体公开出售、租赁经营等方式处理, 所的收入优先用于安置富余人员; 对于不具备上述条件的剥离资产, 可由彩虹集团公司或愿意接收的改制分流企业暂时管理。

(2) 资产处置的方式及内容

1) 对集团公司非经营性固定资产资产、闲置的固定资产、待报废的固定资产予以剥离; 对待报废的存货、超储积压的存货予以剥离; 对回收无望的三年以上债权(包括赊销产品)予以剥离。

2) 集团公司整体改制后, 从实际出发, 着眼于未来公司发展战略, 对其下属单位采取多种方式进行改制, 并依法规范操作。根据下属单位的实际情况和特点, 选择合适的改制方式, 如: 内部职工持股、经营者持股、股份合作制、承包经营、租赁经营、出售等方式。

3) 对拟改制的下属单位,当其净资产不足时,可采取:(1)将集团公司对改制单位的债权转为净资产;(2)将集团公司拟留给改制单位的债务转由集团承担;(3)从集团公司其他单位划入改制企业所需的相应实物资产;(4)减持集团公司拟持有的股权比例。

当改制单位的净资产过大时,可采取:(1)将相应资产转为租赁资产;(2)将部分资产转归改制单位对集团的债务;(3)出售给社会法人和自然人。

(3) 不良资产、闲置资产的处置办法

1) 对集团公司清查出来的不良资产(最终以审计确认的数字为准),包括三年以上不良债权、存货损失、固定资产损失等,报财政部门批准核销,对不符合条件,未经核销的部分,由集团公司或国有资产经营公司继续清理、追讨。

2) 集团公司清查出来的闲置固定资产、具备经营条件的,组建企业法人,安置分流人员;对不具备经营条件的资产,以评估结果为基础,公开向其他单位和个人拍卖(出售价格低于评估结果10%以上的,要向国有资本审批部门作出书面说明)或向其他单位或个人租赁,并签订租赁合同(租赁费参照同期银行贷款利率约定)。对不能按上述办法处置的,由集团公司管理

(4) 非经营性资产的处置

集团公司承担社会职能的非经营性资产予以剥离,与当地政府充分协商后,无偿移交政府有关部门,相应核减集团国有资本。对于政府不愿或无力接收的、政策允许进行产业化经营的,可依法用相关资产组建法人经济实体或者采取租赁、承包经营、出售等方式进行。

2、债权债务的处理

(1) 债权债务的处理原则

1) 债权、债务随资产走的原则。资产进入拟改制下属单位,相应的债务也要进入。凡能明确某项资产、业务而产生的负债,该项资产业务进入改制单位,则该负债也进入。

2) 合法性原则。保证进入改制单位的债务有合法完备的手续,该项债权债务的起源要明确、合法。

3) 尊重债权人权利原则。有关债务进入改制单位必须事先征求债权人的意

见，并协议落实债务。

4) 适度性原则。为保证改制单位财务结构稳健合理，要综合考虑其对集团公司的债权债务和自身净资产的规模，进行确定。

(2) 落实债权债务的方式

1) 由集团公司总体负责改制企业的债权债务清理和核实工作，并进行必要的审计，落实债权、债务人并与债权人或债务人订立债务保全协议。

2) 改制企业原为独立法人的，要继续承担和落实原有的债权债务关系；从原主体企业分立重组的改制企业，按商定的比例承担债务。

3) 实行整体改建的辅业单位，由成立的公司制企业承继原企业的全部债权债务；实行分立式改建的，由分立的各方承继原企业的相关债权债务；企业实行合并式改建的，由合并后的企业承继合并前各方的债权债务。

4) 集团内部债务（包括改制时改制企业国有资产按规定进行各项支付后的剩余部分采取转为彩虹集团公司债权方式留在改制企业的部分）不能因为主辅分离、改制分流而抵消，由集团公司组织各单位进行及时清理，相关单位要制订切实可行的还款计划，按期偿还。

对于所欠职工的工资、医疗费、集资款等，必须在改制前予以解决，可从国有资产中直接扣除。

5) 对于拖欠分流安置人员的集资款、工资（欠发）、医药费和欠缴社会保险等债务，按财政部 313 号文件第十七条的规定处理，可从企业净资产中支付。

七、改制企业土地使用权的处理

根据国家和陕西省人民政府关于土地资源管理的有关法律、政策规定，及落实国有企业主辅分离改制分流安置富余人员中的土地政策，确定：

1、对于改制分流企业现用地为彩虹集团通过出让方式取得的土地使用权及影响到彩虹集团整体规划的土地，改制分流企业原则上以租赁的形式使用。

2、对于改制分流企业现用地为原彩虹集团的行政划拨土地，只要不改变土地用途的，经所在地县级（含）以上人民政府批准，可继续以划拨方式使用；需要改变土地用途的，应按照《划拨土地目录》（国土资源令第 9 号）核定，改变

后的用途符合《划拨土地目录》的，可继续以划拨方式使用；不符合《划拨土地目录》的，应依法办理土地有偿使用手续，允许将土地出让收益用于支付改制成本。

3、经与彩虹集团公司充分协商并经过国土资源管理部门同意后，改制分流企业可受让目前使用的国有划拨土地使用权，并共同到国土资源管理部门依法办理转让手续，缴纳相关费用。

八、人员分流安置办法

（一）人员分流安置的原则

1、妥善处理改革、发展、稳定的关系原则

围绕集团公司改制分流工作的总体目标，考虑企业、职工和社会的承受能力，区别不同情况，对富余人员采取不同方式进行分流安置。

2、依法调整劳动关系原则

企业在改制过程中，应同时依法调整企业与职工的劳动关系。调整劳动关系应兼顾各方利益，妥善处理改革与稳定的关系，维护企业和职工的合法权益，实现劳动关系的和谐稳定。

4、规范操作原则

在企业改制总体方案框架内，按照有关法律、法规和相关政策制定职工分流安置方案，职工分流安置方案需经改制单位职工代表或者工会审议通过，并报集团公司审核备案后实施。

5、按照“人随资产走”“人随业务走”的原则

改制前企业（或单位）在册的全民职工，原则上由改制企业安置。

6、保持政策连续性的原则。

如对于解除劳动合同到社会上就业和自谋职业人员领取的补偿金、内部退养人员领取生活费的标准等，企业内部要前后保持一致，外部要注意与本地区同类企业的平衡。

（二）分流安置人员范围的界定

分流安置的人员是指根据国家产业政策，按照企业发展战略要求和专业化

分工的原则，需要分离的辅业、后勤服务以及与主业关联度不大的其他单位的全民身份的职工；由于产业、产品结构调整造成的企业富余人员中的全民职工。其中包括：

1、按国经贸企改[2002]859号文件精神，属于“三类资产”单位全部在册的全民职工，包括单位的在岗员工、待岗或下岗员工、停薪留职人员以及其他非在岗人员等。

2、主业中需要精简分流的全民职工。

（三）人员分流安置途径

1、分流到改制后的企业。职工与改制企业重新签订劳动合同，在改制企业继续就业。这是人员分流安置的最主要的方式。

2、考虑年龄较大职工再就业的实际困难，对距法定退休年龄不足五年的职工，企业可参照1993年国务院第111号令和国发[2000]42号文件办理离岗休养（即内部退养），退养期间企业不再安排工作岗位，职工按月领取生活费，到达法定退休条件时办法正式退休手续。

3、对符合提前退休条件的职工，按国家有关规定办理提前退休。

4、企业改制过程中劳动合同到期的职工，原劳动合同自行终止，彩虹集团公司原则上不再与其续签劳动合同。在改制企业竞聘上岗的，可与改制企业重新签订劳动合同。

5、自谋职业。在改制过程中，对于不符合办理内部退养和提前退休条件的职工，可自愿申请与企业解除劳动合同，到社会上就业。

（四）改制分流过程中各种劳动关系的处理

首先：应严格执行原劳动部《关于企业实施股份制和股份合作制改革中履行劳动合同问题的通知》（劳部发〔1998〕34号）规定，首先应当履行与职工就变更劳动合同先行协商的规定，经协商不能就变更劳动合同达成协议的，再由彩虹集团公司（部分为总厂）解除与分流职工的劳动合同；同时，应当提前30日将解除原劳动合同的情况通知被安置分流的职工。

其次，应视人员分流安置的具体方式及相应政策，依法处理原劳动关系：

1、分流到改制企业的人员

(1) 分流到非国有法人控股改制企业的职工，与彩虹集团解除原有劳动合同后，可依照国资委〔2003〕21号文的标准获得经济补偿金，(该经济补偿金原则上不以现金方式支付，职工可选择对改制企业的折股款或债权，参与改制企业收益分配)，改制企业与职工重新签订劳动合同，职工在改制企业的工作年限重新计算。劳动合同的期限由改制企业与职工协商确定，协商不一致的，重新签订劳动合同的期限应不少于3年。

(2) 分流到国有法人绝对控股改制企业的职工，彩虹集团公司与其解除劳动合同，不支付经济补偿金，改制前后职工工作年限合并计算，待改制企业变更为非国有法人控股的企业时，参照前条补偿标准执行；改制企业与职工协商签订新的劳动合同，由改制企业继续与职工履行原劳动合同的权利义务。职工工作岗位发生变化以及因岗位变更不能胜任工作的，改制企业可调整职工工作岗位或提供相应培训，或经协商对劳动合同作出变更。

改制企业与职工变更劳动合同期限不能协商一致的，应当履行原劳动合同期限尚未履行的期限；原劳动合同未履行期限短于3年的，应延长至3年。

2、内部退养人员

(1) 对于在改制前已办理内部退养的人员，由彩虹集团公司继续履行与职工的内部退养协议。

(2) 在企业改制分流时，符合内部退养条件的职工，本人申请办理内部退养的，职工可与彩虹集团公司签订内部退养协议，由彩虹集团公司离退休办公室进行管理（中国电子器件工业总公司除外）。

(3) 对改制分流过程中办理内退的人员，根据目前彩虹集团公司的内退待遇，由彩虹集团公司统一负责解决，内退人员法定退休年龄前的退养生活费及企业应为其缴纳的社会保险费用，实行专款专用，到法定退休年龄时，为职工办理正式退休手续，进入社保统筹；对于中国电子器件工业总公司则直接从公司国有资产中预留相关费用后，由该公司管理本单位内退人员。

3、自谋职业人员

在改制过程中，职工自愿与企业解除劳动合同，到社会再就业的，企业应按

有关规定解除劳动合同，给予经济补偿金，在规定时间内办理解除劳动合同手续，转移档案，办理失业登记等。

4、因工负伤（包括职业病）丧失劳动能力的人员

对因工负伤（包括职业病）丧失劳动能力或大部分丧失劳动能力人员，按照《工伤保险条例》的规定办理，享受工伤保险待遇。

对患职业病和因工伤残、部分丧失劳动能力的人员，如本人提出与企业解除劳动合同的，按规定一次性计发医疗、应付工资等费用后，解除劳动关系，并给予经济补偿。

5、患病或者非因工负伤的人员

对患病或者非因工负伤，在规定医疗期内的职工可提前计算留出经济补偿费用，待医疗期满后再解除劳动合同给予经济补偿，或与本人协商一致，提前支付医疗期内应付的工资及相关待遇后再解除劳动关系并给予经济补偿。

根据劳办发〔1994〕214号的规定，对于患精神病并经鉴定丧失劳动能力的，可由彩虹集团公司解除劳动合同，发给相当于本人标准工资3个月至6个月的医疗补助费。

在解除劳动关系时，企业除应当对患病或非因工负伤人员支付经济补偿金外，还应当支付不低于6个月工资的医疗补助费。患重病或绝症的，还应当适当增加医疗补助费，患重病的增加部分不低于医疗补助费的50%，患绝症的增加部分不低于医疗补助费的100%。

6、几种非正常劳动关系的处理

(1) 对于在彩虹集团公司所属公司制企业工作并形成事实劳动关系，但人事关系仍在彩虹集团公司、未做处理的职工，将劳动合同用工主体变更为所属公司，按照所在企业的性质，确定是否给予经济补偿金。

(2) 对于长期待岗、长期学习、长期外借、两不找等非正常劳动关系，按照如下办法予以处理：

1)、对于长期待岗的，一律解除与彩虹集团公司的劳动关系，进行身份置换，获得经济补偿，按照双向选择原则，改制企业接受的，进入改制企业工作，与改制企业重新签订劳动合同。对于不愿安置分流或者改制企业不能接收的，依法支付经济补偿金后，解除劳动关系。

2)、对于长期学习的，应通知其限期回单位处理劳动关系，经协商保持劳动关系的，对相关劳动合同条款予以变更，明确学习期间的权利义务关系；对于协商不成的，解除劳动关系，给予经济补偿。

3)、对于长期外借人员应与借用单位明确用工主体，由借用单位正式雇佣的，应与解除与彩虹集团公司的劳动关系，由借用单位与其签定劳动合同（其中，借用单位为非国有企业的，由彩虹集团公司支付经济补偿金）。借用单位不愿正式雇佣的，应依法与其原变更劳动合同，经过协商无法就变更达成协议的，解除与彩虹集团公司的劳动关系，并由彩虹集团公司支付经济补偿金。

4)、对于两不找人员，可依法解除劳动关系，不予补偿；

7、在改制过程中原劳动合同到期的人员

企业改制过程中劳动合同到期的职工，原劳动合同自行终止，彩虹集团公司原则上不再与其续签劳动合同，按照劳动和社会保障部劳社厅函〔2001〕280号文件的规定支付生活补助费。

对于合同期限届满后符合退休条件的，可以办理退休手续，领取养老保险金；不符合退休条件的，企业应当协助职工办理失业登记，领取失业救济金。（劳部发〔1996〕354号）

（五）、社会保险关系的处理

企业改制后，应按规定做好职工社会保险关系的转移和接续工作。分流到改制企业或到其他企业就业人员，应由其所在企业和个人继续参保；对于到社会上自谋职业的人员，按地方社保部门规定执行。

彩虹集团公司应积极与社保部门协调，办理职工社会保险关系转移手续。

对于协调不一致、办理转移保险关系有困难的，经地方社保主管部门同意，改制企业职工的社会保险关系可由原主体企业暂时代管，改制企业与彩虹集团公司签订职工社保关系代管协议，彩虹集团公司企业负责按社保部门规定的标准代收代缴社会保险费，所需费用由改制企业及职工个人承担。

到社会上自谋职业和就业的人员，转移社会保险关系有困难的，经地方社保部门同意，也可以由彩虹集团公司暂时代管其社会保险关系，本人与彩虹集团公司签订社保关系代管协议，彩虹集团公司负责按社保部门规定的标准代收

代缴社会保险费，所需费用由个人承担。

(六)、安置人员的相关费用

1、解除劳动合同所支付的经济补偿金

对于分流到非国有控股改制企业的职工，与原彩虹集团公司解除劳动合同，按国家有关规定，由彩虹集团公司用国有资产给予经济补偿，并可以在职工自愿的基础上转为改制企业的股权或债权。

解除劳动合同经济补偿金的标准按照劳社部发〔2003〕21号文的规定执行。

考虑到集团公司所属企业的实际情况，办理与职工解除劳动合同所支付经济补偿金的标准可按以下办法执行：

(1) 企业与职工解除劳动合同，由企业给予经济补偿，经济补偿金根据职工在本单位工作年限，每满一年（不满一年的按一年计算）发给相当于本人一个月的平均工资，经济补偿金总额按职工在本企业工作的实际工龄计算。

经济补偿金的工资计算标准是指企业正常生产情况下劳动者解除合同前十二个月的月平均工资。职工本人的月平均工资低于企业月平均工资的，按企业月平均工资支付。

为便于计算，企业月平均工资按照集团公司上年度月平均工资确定，所属企业月平均工资高于集团公司月平均工资的，可按所属企业月平均工资计发。

职工本人月平均工资超过本企业月平均工资3倍及以上的，按不高于本企业月平均工资的3倍计发。

(2) 自谋职业的人员，因解除劳动合同领取的经济补偿金，由彩虹集团公司一次性以现金支付。补偿金原则上不得超过企业原办理协议解除劳动合同支付的经济补偿金水平。

(3) 对于以下人员解除劳动合同可不支付经济补偿金：与企业未有实际劳动关系的挂名挂靠人员；按自动离职处理的人员；因私出国（出境）定居人员；依据《劳动法》第25条规定，被解除劳动合同的；职工个人提出辞职解除劳动合同的人员。

2、内部退养人员的生活费标准

办理内部退养人员的生活费标准由企业根据实际情况自行确定，但生活费

标准最高不得超过按所在省计算正常退休人员养老金的计算办法核定的数额。

内退人员养老保险个人缴费标准可保持其在岗时水平不变，也可按退养生活费标准缴纳。

内部退养人员生活费标准一次核定后，至正式退休前不再调整。符合法定退休条件时，按社保部门规定核定计算其退休后的基本养老金。

3、主辅分离辅业改制工作中解除劳动合同企业所支付的经济补偿金、内退人员生活费原则上用改制单位的国有资产支付。改制企业的国有资产按规定进行各项支付的不足部分，由彩虹集团公司予以补足。

4、对于改制过程中可能发生的其他费用，将按照国家规定逐个在改制分流单位中落实。

(七)、人员分流安置工作中的扶持和鼓励措施

一是根据全国再就业会议的精神和 859 号文的规定，集团公司将在实行相关多元化战略的过程中把主业向上延伸，拉长产业链，培育新的利润增长点，大力开发就业岗位；二是充分宣讲政策，帮助其运用好税收减免和补贴政策，扶持职工自主创业、自谋职业；三是寻找合适的社会机构进行培训，引导其转变就业观念；四是建立自谋职业职工创业孵化机制等。

九、经济补偿金总额、来源及其发放

在改制分流时，对分流进入改制后的非国有法人控股企业的固定工，在依法与彩虹集团公司解除合同的同时，获得经济补偿金。

1、经济补偿金的计算标准

经济补偿金按照 859 号文和劳动部（2003）21 号文规定的标准执行。

2、用于支付职工解除劳动关系的经济补偿金经初步测算为 164021106 元。

3、经济补偿金的来源主要是彩虹集团公司在改制分流企业中的国有资产、以及彩虹集团公司出让股份、变现资产等获得的收入；对于依法进行包括经济补偿金在内的各项支付不足的部分，由彩虹集团公司予以补足。

4、经济补偿金的发放。方案生效后，经协商解除劳动关系的职工，应在规

定期限内与公司签订解除劳动合同协议，并依法获得经济补偿。

十、改制分流过程中几个问题的处理

1、关联交易

改制企业分离后，彩虹集团与各改制单位之间的交易往来将完全按照市场规律和公平合理、平等自愿的原则进行，交易主体均按照民事合同承担相应的民事义务，享有相应的民事权利。

2、对改制分流企业的扶持政策

彩虹集团公司将对改制分流企业提供一定的政策扶持。这些政策主要包括：

1) 彩虹集团要按照主辅分离改制分流方案及其与改制企业签署的关联交易协议，从对改制分流企业予以扶持角度出发，适度保护内部市场，在同等条件下优先选择改制分流企业提供的产品或服务，从而充分体现“扶上马，送一程”的精神。

2) 改制分流企业的生产经营条件。

3) 利用集团公司的管理、技术、人才等优势为改制分流企业提供指导和帮助，促使其管理、技术水平的提高。

4) 帮助推荐并监督改制分流企业经营者的产生过程合法。

5) 改制分流企业占用集团公司的固定资产按照优惠政策收取费用、对暂时不具备经营条件的改制分流单位，给予一定扶持期限，费用逐年递减。

但是，彩虹集团公司上述扶持政策采取的是“内部优先但不保护落后”、“在竞争条件下同等优先”的原则，以此促使改制分流单位主动降低成本、提高质量、改善服务，尽快提高市场竞争能力。

上述扶持政策可在与改制分流单位的相关协议中体现。

第三部分 参与改制分流的单位及其改制方案（或改制思路）

一、纳入改制分流范围的单位名单及其基本情况（详见附件 3：参加改制分流的单位名单及其基本情况）

二、第一批实施改制分流试点单位的改制分流实施方案（共四家）

彩虹建设工程公司改制分流方案

一、企业基本情况

公司于 1993 年 3 月成立，全民所有制企业。经济方式为工程管理总承包。

公司下属咸阳彩虹房地产开发公司、公司下属陕西彩虹工程建设监理公司、公司下属陕西彩虹建设工程设计院，均未独立核算。

截止 2002 年 12 月 31 日，资产合计 10,479,099.58 元，负债合计 4,007,037.90 元，所有者权益合计 6,472,061.68 元。

二、改制条件分析

1、工程公司具备一定生存能力市场发展潜力。

工程公司具备众多资质，但没有真正发挥其价值。工程公司及其下属三个单位目前具备房地产开发和施工总承包三级资质、工程造价咨询甲级资质、建筑设计乙级资质，以及建设工程监理甲级资质，其中监理资质是咸阳市唯一一个工程监理甲级资质，各项资质资源丰富。同时，主要职工均为知识分子，人员素质高。

2、工程公司经营者和绝大多数职工对改制有积极性。

3、经营班子较团结、并具有市场开拓精神。

总之，工程公司具备一定的市场开拓和生存能力，经营者和职工对改制比较支持，具备一次性改制为非国有法人控股的法人实体的条件。

三、改制方案

（一）改制形式和股权结构

1、改制形式：改制为非国有法人控股的有限责任公司。

将工程公司、设计院、监理公司合并组建为一家开展工程总承包业务的有限责任公司；彩虹房地产公司予以保留，并改造成职工持股的有限责任公司。

2、股权结构：

（1）彩虹集团公司在上述公司的股权部分转让给工程公司现有经营者和职工，所留存股份比例不超过 20%。

（2）经营者和职工股权比例为 50%以上，职工持股遵循向经营者和业务骨干倾斜的原则，经营者持股比例原则上不超过一般职工平均持股额的 5 倍。

（3）吸收其他民营资本进入，股权比例为 30%以下。

（4）股东出资来源：集团公司以支付改制成本后的净资产作为出资；经营者和职工以取得的经济补偿金入股，再自筹一部分现金出资；民营资本以符合公司

法规定的形式出资。

3、经营者和职工持股的载体

由于出资的经营者和职工人数较多，超过了公司法限定的有限责任公司的股东不能超过 50 人的限制，因此，经营者和职工的持股载体将优先选择委托信托投资公司或者工会法人代为持有股份的方式进行；经过出资职工决议，也可采取推举职工代表持有股份的方式进行。关于委托持股的协议内容，由当事人协商确定，协议应明确代为出资的法律事实。

4、法人治理结构：

(1) 公司设股东会，是公司最高权力机构，由全体股东组成，依照《公司法》和公司章程行使权利，议事方式和表决程序按公司章程规定执行。

(2) 公司设董事会，是公司的最高决策层，董事会由三至十三名董事组成，董事成员由各股东参考股权比例提名，并由股东会选举产生，董事会对股东会负责，并依《公司法》、《公司章程》、《董事会议事规则》行使职权。董事长为公司法定代表人。

(3) 公司设监事会，是公司的监督机构，由股东会选举产生并对其负责。监事会人数不少于三人，并应有职工代表参加。监事会设监事会主席一人，为监事会召集人。

(二) 人员状况和安置分流意见

1、工程公司现有员工 95 人，其中固定工 78 人。

2、上述固定工与彩虹集团公司解除劳动合同并获得经济补偿。

3、15 名符合内退条件的职工可在其自愿的基础上办理内退手续，由彩虹集团公司纳入现行内退人员管理体系进行管理。

4、对于离退休人员，企业将相关统筹费用与彩虹集团公司办理交接后，交给彩虹集团公司离退休办公室管理。

5、63 名职工依法获得经济补偿后，进入新公司并与新公司签订期限不少于三年的劳动合同。

(三) 经济补偿金及其来源

经测算所需经济补偿金总额为 4312589 元。

资金来源主要是彩虹集团公司在工程公司的中的国有净资产以及彩虹集团

公司出让股份、变现资产等获得的收入；对于依法进行包括经济补偿金在内的各项支付不足的部分，由彩虹集团公司予以补足。

（四）资产处置

1、目前企业占用的彩虹集团公司的房屋不纳入改制范围，由彩虹集团公司收回并租赁给工程公司使用。

2、彩虹集团公司未分配利润 3328977 元予以收回。

3、彩虹集团公司以纳入改制范围并经过评估后的净资产支付经济补偿金后，将剩余净资产中 80%的股份作价转让给工程公司职工及新进入的社会投资者，职工对彩虹集团公司的股份享有优先受让权。

4、对于净资产进行各项支付不足部分，由彩虹集团公司以现金方式补足。

（五）债权债务

原改制企业债权债务由新成立的公司继承和负担；

对于集团内部债务问题，由集团公司统一协调，并签定债务偿还协议。

（六）政策扶持

鉴于工程公司长期以来的市场意识不够强，市场运作经验不够丰富，集团公司应当在三年之内，在彩虹集团公司改扩建工程项目上和融资问题上对工程公司给予一定扶持。

四、党团组织关系、档案管理、社会保险接续等衔接工作

在公司改制后，按照陕西省和咸阳市的具体规定，办理属地化管理相关手续。

深圳彩虹电子公司改制分流方案

一、公司情况简介

深圳市彩虹电子公司是由彩虹集团公司、深圳经济特区发展（集团）公司和深圳桑达电子总公司合资经营的全民内联企业，公司成立于 1989 年 4 月，注册资本 423 万元，主要从事彩管及显示管用会聚磁件生产和销售；

截止 2003 年 10 月 31 日，公司资产总额为 35081883.57 元，负债 10389140.54 元，所有者权益合计为 24692743.03 元，其中彩虹集团公司所有者权益为 1728490.12 元。

公司现有员工 165 人。其中固定工 8 人，均为彩虹集团公司外派正式职工。

二、改制条件分析

1、具备市场生存条件和发展潜力

公司现年产会聚磁件 1800 多万只，其中 60%内配彩虹集团公司，40%左右销售给三星、赛格日立、华映光电等公司，具备一定的市场生存能力；虽然目前存在机制不灵活的弊端，但是，随着本次改制的顺利完成，制约公司发展的制度问题将得到彻底解决，这将大大激发公司的发展潜力。

2、经营状况较好，资产质量较高，能够支付改制各项成本。

虽然公司目前面临产品结构的制约和市场竞争的压力，但是目前经营状况和资产质量均较好，能够支付各项改制成本，改制时机较好。

3、经营者和职工对改制的积极性较高，市场观念到位。

由于公司处在深圳这样的市场经济比较发达的地区，市场竞争环境相对彩虹集团公司处于内地的配套企业，经营者和职工的市场意识和抗风险能力较强。目前，公司经营者和职工对改制持积极支持和参与的态度，希望公司尽快改制。

4、经营班子管理水平较高，并且具有较强的市场意识、富有进取精神。

由于公司的管理和技术人员都来自彩虹集团公司，具备较强的技术和管理能力，因此与国内同类企业相比，公司的管理制度相对比较完善；同时，经营班子一直没有满足于彩虹集团公司的内配市场，多年来坚持面向市场、面向用户的经营方针，富有一定的市场意识和开拓进取精神。

5、公司的另外两家国有股东对于改制持支持态度，并已经承诺放弃彩虹集团公司所转让股份的优先受让权：

综上，公司具备一次改制为非国有控股的独立法人的基本条件。

三、改制方案

（一）改制形式及股权结构

1、改制形式：改制为非国有法人控股的有限责任公司

2、改制后公司名称：深圳彩虹电子有限公司

3、改制后业务范围：基本不变，在作好会聚磁件的同时，利用现有的设备，发挥注塑和制模的优势开发新产品

4、改制后股权结构：彩虹集团公司将其持有的 70%的股份中的 50%按照评估后的净资产价值转让给彩虹的经营者和职工后，股权结构如下：彩虹集团公司

持有 20%的股份，公司经营者、职工和部分业务骨干持有 50%的股份（其中经营者应持大股），深圳市特区发展集团公司持有 20 的股份，深圳市桑达有限责任公司持有 10%的股份。

5、经营者和职工出资来源：经营者和职工以取得的经济补偿金折价入股，再自筹一部分现金出资。

6、法人治理结构：

（1）公司设股东会，是公司最高权力机构，由全体股东组成，依照《公司法》和公司章程行使权利，议事方式和表决程序按公司章程规定执行。

（2）公司设董事会，是公司的最高决策层，董事会由三至十三名董事组成，董事成员由各股东参考股权比例提名，并由股东会选举产生，董事会对股东会负责，并依《公司法》、《公司章程》、《董事会议事规则》行使职权。董事长为公司法定代表人。

（3）公司设监事会，是公司的监督机构，由股东会选举产生并对其负责。监事会人数不少于三人，并应有职工代表参加。监事会设监事会主席一人，为监事会召集人。

（二）人员状况及安置意见：

1、目前公司有固定工 8 人，离休 1 人，均为彩虹集团公司委派到公司的职工。

2、8 名固定工全部解除与彩虹集团公司解除劳动合同，依法得到经济补偿，补偿金折抵部分股份；1 名离休人员交给彩虹集团公司纳入离退休人员进行管理。

3、在新公司变更登记后，由新公司与上述 8 名职工签订不少于三年的劳工合同。

（三）补偿金总额及来源

固定工根据截止到 2003 年 10 月 31 日前 12 个月平均工资*本人在本企业连续工作年限（从其他国有单位调入的，工龄累积计算）公式计算，经过初步测算，需经济补偿金约 1120000 元。该补偿金从彩虹集团公司在公司所占净资产中支付。

（四）资产处置

1、目前的房产由于历史遗留问题而存在法律障碍，因为不进入改制后的公司，由现有股东与深圳市政府协商房产问题。

2、彩虹集团公司用于解除劳动关系的经济补偿金约 1120000 元,从彩虹集团公司所占净资产中支付。

(五) 债权债务处理

现有债权债务多为公司正常经营中产生的流动性债权债务,由改制后的企业享有和承担。

(六) 土地使用权

新公司采取租赁方式取得土地使用权。

四、党团组织关系、档案管理和社会保险关系接续

上述关系的移交和接续按照 859 号文件和深圳市地方政府的有关规定执行,实行属地化管理。

五、关联交易及扶持政策

由于目前公司的主要产品内配给彩虹集团公司,为体现改制后的扶持政策,将由彩虹集团公司与公司签订在一定期限内给予同等优先的内部市场扶持协议。

中国电子器件工业总公司改制分流方案

一、企业简介

公司主要从事电子器件的生产和销售,截止 2002 年 12 月 31 日,资产合计 562319639.98 元,负债总额 359509952.23 元,所有者权益合计 200295585.89 元。

二、改制条件分析

- 1、公司目前效益较好,经营者和职工改制积极性高。
- 2、859 号文出台之前,已酝酿改制 2 年时间,改制基础条件已初步完成。
- 3、经营班子富有市场开拓意识,经营和管理经验丰富。

三、改制方案

(一) 改制形式及股权结构

- 1、改制的形式:将中国电子器件工业总公司的国有独资企业性质改制为非国有控股的有限责任公司
- 2、股权结构:彩虹集团公司全部退出,由公司目前经营者、职工和社会投资者持有公司的股份。其中经营者和职工优先受让彩虹集团公司的股份,(经营者应持大股,其持有股份的额度一般不超过一般职工持股额度的五倍)其余股份

由社会投资者（浙江民营企业）购买。

3、关于经营者和职工持股的载体

由于出资的经营者和职工人数较多，超过了公司法限定的有限责任公司的股东不能超过 50 人的限制，因此，经营者和职工的持股载体将优先选择委托信托投资公司或者工会法人代为持有股份的方式进行；经过出资职工决议，也可采取推举职工代表持有股份的方式进行。关于委托持股的协议内容，由当事人协商确定，协议应明确代为出资的法律事实。

4、经营者和职工的出资来源：经营者和职工可以用取得的经济补偿金入股，再自筹一部分现金出资；民营资本以符合公司法规定的形式出资。

5、法人治理结构：

（1）公司设股东会，是公司最高权力机构，由全体股东组成，依照《公司法》和公司章程行使权利，议事方式和表决程序按公司章程规定执行。

（2）公司设董事会，是公司的最高决策层，董事会由三至十三名董事组成，董事成员由各股东参考股权比例提名，并由股东会选举产生，董事会对股东会负责，并依《公司法》、《公司章程》、《董事会议事规则》行使职权。董事长为公司法定代表人。

（3）公司设监事会，是公司的监督机构，由股东会选举产生并对其负责。监事会人数不少于三人，并应有职工代表参加。监事会设监事会主席一人，为监事会召集人。

6、改制后公司业务范围：目前业务范围保持不变。

（二）人员状况及安置意见：

1、公司固定工 189 人，在职职工 160 人，符合国家法定和北京市内退条件（工作时间满 30 年）的有 38 人，离退休 90 人，其中离休 8 人。

2、离退休人员提留国家和北京市地方政府规定的各项费用，纳入改制后公司管理。

3、已经办理内部退养人员 36 人（其中 20 人为按照北京市政策办理内部退养的人员），不给经济补偿，提留相关生活费和社会保险费后，进入改制后的公司，由改制后的公司按照规定管理。

4、具备内部退养条件的 8 名职工，按照自愿原则，如其选择继续工作，可

获得经济补偿，解除原劳动合同，与新公司签订不少于 3 年的劳动合同；如选择提前退养，则不给经济补偿，在预留 5 年的生活费和社会保险费后，办理内部退养手续。

5、其余职工全部进入改制后的新公司，并与新公司签订不少于 3 年的劳动合同。

（三）经济补偿金总额及来源

固定工根据截止到 2003 年 10 月 31 日前 12 个月平均工资*本人在本企业连续工作年限公式计算补偿金数额，经过初步测算为 16986896 元。

补偿金来源于彩虹集团公司在公司的净资产。

（四）资产处置

1、彩虹集团公司收回未分配利润。

2、彩虹集团公司用于解除劳动关系的经济补偿金约 16986896 元，从彩虹集团公司所占净资产中支付。

3、在依照政策进行各项支付后的剩余净资产，转让给公司经营者和职工，经营者和职工出资购买剩余部分出售给社会投资者。

（五）债权债务处理

现有债权债务由改制后的企业享有和承担。

彩虹集团公司为公司担保的贷款余额做反担保手续，以目前公司的固定资产进行抵押，并办理抵押登记手续。

（六）土地使用权

目前公司使用的国有划拨土地由公司与北京市国土资源和房屋管理局协商后继续以划拨方式使用。

四、党团组织关系、档案管理、社会保险接续等衔接工作

按照北京市社会保障相关规定执行。

中国电子进出口彩虹公司改制分流方案

一、公司情况简介

中国电子进出口彩虹公司注册资本 2200 万元，隶属中国电子进出口总公司（实为挂靠关系）。公司为外贸企业，主要经营彩虹集团公司内部的进出口业务。

截止 2002 年 10 月 31 日，公司资产总额为 233810376. 93 元，其中固定资产 3457972. 62 元，流动资产 229034253. 75 元，负债总额 227672067. 21 元，所有者权益合计为 6138309. 72 元。

二、改制条件分析

- 1、具备市场生存条件和发展潜力。
- 2、经营者和职工对改制的积极性较高，观念比较到位。
- 3、经营班子企业管理水平较高，并且具有较强的市场意识、富有进取精神。

综上，公司具备一次改制为非国有控股的独立法人的基本条件。

三、改制方案

（一）改制形式及股权结构

- 1、改制形式：非国有法人控股的有限责任公司
- 2、改制后公司名称：陕西省彩虹进出口有限责任公司（暂定名，以工商局最终核定名称为准）
- 3、改制后业务范围：主要从事彩虹集团公司的相关进出口业务。
- 4、股权结构：彩虹集团公司持有公司 20% 股份，其余股份由目前职工和经营者持有，其中经营者应持大股，持股额度一般不超过一般职工持股额度的五倍。
- 5、经营者和职工持股的载体

由于出资的经营者和职工人数较多，超过了公司法限定的有限责任公司的股东不能超过 50 人的限制，因此，经营者和职工的持股载体将优先选择委托信托投资公司或者工会法人代为持有股份的方式进行；经过出资职工决议，也可采取推举职工代表持有股份的方式进行。关于委托持股的协议内容，由当事人协商确定，协议应明确代为出资的法律事实。

6、经营者和职工的出资来源

经营者和职工以取得的经济补偿金折价入股，再自筹一部分现金出资。

7、法人治理结构：

- (1) 公司设股东会，是公司最高权力机构，由全体股东组成，依照《公司法》和公司章程行使权利，议事方式和表决程序按公司章程规定执行。
- (2) 公司设董事会，是公司的最高决策层，董事会由三至十三名董事组成，董事成员由各股东参考股权比例提名，并由股东会选举产生，董事会对股东会负

责，并依《公司法》、《公司章程》、《董事会议事规则》行使职权。董事长为公司法定代表人。

(3) 公司设监事会，是公司的监督机构，由股东会选举产生并对其负责。监事会人数不少于三人，并应有职工代表参加。监事会设监事会主席一人，为监事会召集人。

(二) 人员状况及安置意见:

1、固定工 65 人，其中符合内退人员 7 人。

2、上述职工全部与彩虹集团公司解除劳动合同，并由彩虹集团公司支付经济补偿金。

3、7 名符合内退条件的职工，根据自愿原则，如其选择内退，则保留距离法定退休年龄的生活费和社会保险费，待达到退休年龄时办理正式退休手续，相关社会保险按照社会统筹的规定办理；如其不选择内退而要求继续工作，则解除与彩虹集团公司的劳动关系，并依法获得经济补偿。

4、对于进入改制后公司的职工，将与新公司签订不少于三年的劳动合同。

(三) 补偿金总额及来源

固定工截止到 2003 年 9 月，经济补偿金总数初步测算为 3616374 元，人均 56000 元。

(四) 资产处置

由于公司目前资产质量较差，经评估后的净资产按照资产质量可给予一定优惠，原则上不超过 10%，并报国有资产监督管理机构备案审核。

(五) 债权债务处理

现有债权债务由改制后的企业享有和承担。

四、党组织关系、档案管理、社会保险接续

改制完成后，与咸阳市有关部门进行协调，办理上述关系的属地化管理。

五、关联交易及扶持政策

彩虹集团公司将对新公司给予一定期限的扶持政策，具体协议另行签订。

附：四家改制分流企业的人员及经济补偿金测算表

企业名称	分流安置 人数	经济补偿金数额 (单位: 元)	人均经济补偿金数额 (单位: 元)
彩虹建设工程公司	78 人	4312589	55289
中国电子器件工业 总 公 司	189 人	16986896	89877
中国电子进出口 彩虹公司	65 人	3616374	55636
深圳市彩虹电子公司	8 人	1120000	140000
总计	340 人	26035859	

二、其他改制分流单位的初步改制方案或改制思路

除以上四家试点改制分流企业外，其他参与改制分流的单位部分已经拟订初步改制方案，其余单位也已在调查研究的基础上确定了改制分流的思路，改制方案正在制订之中，为便于审批机关掌握情况，特列示这些单位的初步改制方案或改制思路，待具体方案形成后，将分批上报。

1、彩虹电子网版厂初步改制方案

一、企业简介（见附件 3）

二、改制方案

（一）改制形式及股权结构

1、改制形式：非国有法人控股的有限责任公司

2、股权结构：彩虹集团公司职工通过将资金信托给信托投资公司，再由信托投资公司与彩虹集团公司共同设立一家投资公司后，由该投资公司直接收购彩虹集团公司在网版厂的股份，彩虹集团公司保留 20% 的股份。

（二）人员状况及安置意见：

1、网版厂固定工 159 人全部与彩虹集团公司解除劳动合同，并由彩虹集团公司支付经济补偿金。

2、对于进入改制后公司的职工，将与新公司签订不少于三年的劳动合同。

(三) 补偿金总额及来源

截止到 2003 年 10 月 31 日，经济补偿金总数初步测算为 8574184 元。

(四) 债权债务处理

现有债权债务由改制后的企业享有和承担。

(五) 土地使用权

改制后公司采取租赁方式取得土地使用权。

2、陕西彩虹荧光材料公司改制初步方案

3、陕西彩秦电子公司改制初步方案

2、3 两公司比照网版厂的模式进行改制分流。

4、彩虹物资公司初步改制方案

一、基本情况：见附件 3

二、改制总体思路

改变物资公司既承担集团公司管理职能、又从事经营活动的角色，将其改建为由经营者和职工持股的、股权多元化的、规范的公司制企业，再通过与集团公司和股份公司订立代理采购协议等方式开展经营。

三、初步方案

1、解除彩虹集团公司与职工的劳动关系，并给予经济补。在新公司成立后 30 日内，职工与新公司签订期限不少于三年的劳动合同；

2、在目前公司的基础上组建独立的有限责任公司，彩虹集团公司根据职工的出资意愿和能力，选择全部退出或在新公司保持参股地位（参股比例不高于 20%），允许职工用经济补偿金作为向新公司的投资；

3、新公司将与彩虹集团公司订立代理协议等法律文件，明确双方权利义务关系，在一定期间内彩虹集团公司给予一定扶持。

4、改制后公司占用的彩虹集团公司的房屋有偿使用，给予一定优惠期限，优惠期限届满后按照市场价格支付租赁费用。

5、改制前形成的债权债务问题由彩虹集团公司负责处理。

5、彩虹销售公司初步改制分流方案

上述两单位改制总体思路和改制方案：参照物资公司的改制模式

6、彩虹三产总公司改制思路

一、基本情况见附件 3

二、改制思路

由于三产总公司下属单位众多，情况又各不相同，因此其改制分流的方式方法也应有所区别，但从总公司层面上而言，改制分流工作应当着重于下列几点：

1、三产总公司对其下属单位区别不同情况进行处理，通过注销、股权多元化、合并、租赁、出售等多种方式重新优化配置资源，拓展服务市场、强化内部管理，实现健康发展。

2、三产总公司本身也进行公司制改造，允许三产总公司职工持股，彩虹集团公司完全退出，如不具备完全退出的条件，也要实现产权主体多元化，彩虹集团公司保持参股地位，所占股份原则上不高于 20%。

3、集团公司从资源配置、项目扶持等方面，帮助三产总公司通过改制分流实现脱胎换骨，把三产总公司送上健康发展的良性循环轨道。

4、企业目前使用的彩虹集团公司的土地彩虹集团公司划拨土地，改制后如不改变土地用途，可在与咸阳市土地管理部门协商后，继续以划拨方式使用。

5、固定工共计 530 人，全部与彩虹集团公司解除劳动合同，相应得到经济补偿金，经济补偿金金额经初步测算为 22,776,254 元。在新公司成立后 30 日内，与新公司签订期限不少于三年的劳动合同。

7、劳动服务公司改制思路

一、基本情况：见附件 3 。

二、改制思路

1、首先应当按照《国有资产产权界定和产权纠纷处理暂行办法》和《集体企业国有资产产权界定暂行办法》的相关规定，对劳服公司的资产进行产权界定。

2、在界定清楚产权关系后，将对劳动服务公司现有的固定工给予经济补偿，

鼓励其将补偿作为向改制企业的投资款。大集体工比照固定工进行经济补偿，职工获得补偿后与改制后的劳动服务公司签订不短于三年的劳动合同。目前固定工共计 111 人，经济补偿金金额经初步测算为 6, 179, 600 元。

3、对于属于集团公司在劳动服务公司中的净资产，集团公司将采取出售、租赁、参股等方式予以解决，参股比例一般不高于 20%。

4、变更劳司的企业名称以便于参与市场竞争。

8、对于三产总公司和劳动服务公司下属单位的整体改制思路

总的改制思路是：将三产总公司和劳动服务公司管理的下属单位按照单位性质以及业务、人员、资产相关性的原则进行全面梳理；在此基础上，将经营性单位与非经营性单位予以划分，明确单位性质，确定发展方向和扶持政策；其中部分非经营性单位可直接收归集团公司管理；对于下属经营性单位的资产、业务、人员进行重组优化，整合资源，以提高改制企业的市场生存能力，并彻底解决彩虹集团公司内部长期存在的严重的同业竞争以及资源被分割的局面，同时防止新的企业办社会产生。

9、彩虹广告公司改制思路

10、彩虹装潢公司改制思路

1、上述两单位改制条件：彩虹广告公司和彩虹装潢公司目前均实行个人承包方式进行经营，有市场生存能力，没有对外负债，资产规模很小，具备改制的条件。

2、改制思路：对现有承包者的身份进行置换后由其按照评估后的净资产价值受让彩虹集团公司的股份，并将其改制为有限责任公司。

11、海口彩虹温泉大酒店改制分流思路

一、企业基本情况（见附件 3）

二、改制思路

（1）通过市场化运作，将酒店出售或者寻找战略合作伙伴共同经营酒店，也可采取租赁、承包方式开展经营，减少损失；

(2) 如无法盘活现有资产，则依法进行破产清算，并用破产财产安置企业职工。

12、西安彩虹电器工业有限责任公司改制分流思路

一、基本情况：

该公司主营业务与集团公司关联度小，且因原被并购企业遗留问题，现已停业。目前，公司固定工共有 1373 人，集团每年实际承担职工生活费 2000 多万元，至今已支付近 1 亿元，成为彩虹集团公司一项沉重的负担。

二、解决思路：

- 1、首先应当通过协商或者法律手段将土地使用权证书予以变更，确定产权归属，并切实防止土地被非法侵占的行为发生；
- 2、争取地方政府支持，将土地资产予以盘整，并用变现的资金一次性安置原企业职工；
- 3、此外，还可以采取破产清算的方式解决上述问题。

13、彩虹学校改制分流思路

一、基本情况：见附件 3

二、存在的问题

彩虹学校教学质量在咸阳市乃至陕西省都名列前茅，其高中部尤其知名，但囿于目前体制和校舍限制，无法完全发挥资源优势；而属于义务教育阶段的初中、小学，地方政府接受的积极性不高，甚至要求彩虹集团无限期承担费用。

三、改制思路

基于上述情况，彩虹学校的分离工作，应贯彻《国务院关于基础教育改革与发展的决定》的精神，继续与地方政府协商，将彩虹学校初中、小学成建制移交地方政府管理。办学经费可采取彩虹集团与地方财政共同负担、逐年过渡的办法解决。

如地方政府不同意接收，则应争取政府返还教育费附加（彩虹集团每年上缴的教育费附加约 500 万元）或政府予以补助的方式支持彩虹集团公司继续办好学校，减轻企业负担。

对于彩虹学校高中部，因其不属于自己义务教育阶段，可采取社会力量联合办学的方式，吸引外来资本，实行民营化、产业化经营，改革目前办学体制。目前已有投资意向单位，方案思路也正在咸阳市政府教育主管部门进行沟通中。

彩虹集团将结合具体情况，在保证不影响学生上学、不影响教学秩序、不影响教学质量、保证办学经费落实的情况下，推动彩虹学校的分离工作。

14、彩虹医院改制思路

一、基本情况：见附件3

二、目前的问题

医院布局不合理，竞争激烈，大而全，没有明显竞争优势；对高级、核心医务人员的薪酬激励不够，人才流失严重。

三、分离改制的思路

彩虹医院的分离要遵循《关于城镇医疗卫生体制改革的指导意见》的原则，并与城镇职工医疗保险制度改革结合，在继续贯彻集团公司医改政策的基础上进行。

具体分离方式有三：一是从集团分离出来，实行产业化经营，允许医院现有人员在转换身份后出资购买医院；二是与当地政府协商，将医院资产、人员成建制移交地方政府，由地方政府统一管理；三是在暂时不具备分离条件时，可采取与社会投资者联合办医的方式，组建独立的法人单位。

医院分离后，有关经费按照目前集团公司医改政策执行，三年过渡期连续计算，费用逐年递减。

15、培训中心（包括彩虹职大、彩虹中专、彩虹技校）

一、基本情况：见附件3

二、改制思路

彩虹大学和彩虹中专做为企业办社会的一部分，其生存已成问题，因此应该将该部分职能予以剥离；彩虹技校作为集团进行技术培训的基地，可以予以保留，办学方式可采取“企业为主、政府支持”的办学形式，也可采取社会各方联合办学的形式继续办好技校。

对于彩虹培训中心富余的房屋，可作为彩虹学校高中部扩所需校舍，作为投资或者租赁给改制后的彩虹学校使用。

第四部分 主辅分离、改制分流的组织和实施

一、彩虹集团公司实施主辅分离、改制分流的工作原则和主要措施

根据国家已经出台的 859 号文等有关再就业政策、胡锦涛总书记在今年全国再就业座谈会会议上讲话的精神，彩虹集团公司采取“带着岗位进市场”的原则实施主辅分离、改制分流，尽可能在集团内部消化分流人员，不将就业矛盾社会化，并通过加大辅业企业产权改革的力度增强竞争力，吸收安置更多的社会新增就业人口，缓解社会就业压力。由此彩虹集团公司进行主辅分离、改制分流工作将遵循以下原则，并采取相应措施予以落实：

（一）主辅分离、改制分流的工作原则

- 1、正确处理改革、发展、稳定的关系，充分考虑企业、职工和社会的承受能力，整体规划，分步实施，确保稳定；
- 2、实施改制分流与彩虹集团公司的结构调整、改制重组和做强彩虹集团公司主业相结合，符合国家产业政策，有利于加快企业发展，促进企业资产结构、组织结构、人员结构的优化；
- 3、实施改制分流要依法进行，规范操作，坚持“公开、公平、公正”的原则，维护国家、企业及职工的合法权益，防止国有资产流失和逃废债务；
- 4、坚持“积极稳妥，总体规划，循序渐进，分步实施”的原则，条件成熟一个改制一个，确保改制企业成功转换机制，促进主体企业优化结构调整；

（二）实施主辅分离、改制分流的主要措施

- 1、加强组织领导和部门工作、人员的落实。为加强对全系统辅业改制分流工作的领导和组织工作，按照国经贸企改[2003]27 号文件的要求，集团公司成立了以总经理为组长，企管办、规划部、人力资源部参加的改制分流领导小组。各改制单位也明确了具体负责的部门和人员，分工负责抓好改制分流工作。
- 2、根据 859 号文及配套政策精神，结合集团公司企业的具体情况，编制相关单位今年的辅业改制分流计划，并要求各单位根据实际情况将计划分解落实，

积极推进。

3、重点突破，以点带面，积极稳妥地推进辅业改制分流工作。集团公司改制分流工作组对直属企业进行逐个分析研究，确定将深圳彩虹电子有限公司、建设工程公司等几个公司作为第一批改制单位，同时总结经验并归纳改制方案样本，用于指导其他单位研究制定辅业改制分流方案。这样既加大了工作力度，又培训了一批掌握政策、熟悉操作技巧的工作人员。

4、建立辅业改制分流工作进展监控机制。建立辅业改制分流进展情况定期报告制度，及时掌握改制工作进展情况和遇到的问题，既督促企业推进工作，又将发现的问题及时给以指导。

5、为使整个改制分流工作规范有序运作，彩虹集团公司聘请了北京市大成律师事务所作为彩虹集团公司主辅分离、改制分流工作的总法律顾问，负责策划、协调、推动整个主辅分离、改制分流工作。

上述措施主要是结合需要改制的企业本身改制的条件具备程度，按照成熟一个，改制一个的原则进行，对于尚不具备条件的，要明确改制的思路并尽快创造改制条件，确保改制企业能够顺利实现改制目的，并妥善分流安置人员。

二、彩虹集团集团公司主辅分离、改制分流的组织和实施

（一）集团公司实施主辅分离、改制分流的组织、实施机构；

为强化企业主辅分离改制分流工作的领导，彩虹集团公司组建了由下列人员组成的主辅分离改制分流工作领导小组：

组长：马金泉（总经理）、副组长：陶魁（集团党委书记）刑道钦（副总经理）牛新安（集团党委副书记兼集团工会主席）

领导小组成员由集团公司的企业管理、人事、财务等有关职能部门主要负责人组成。领导小组下设办公室，负责协调组织实施日常工作。

具体人员为：主任：牛新安（兼）、副主任：徐全成 张占葵 王西民 符九全 仇兴喜 许振东 魏小军、成员：高占民 杨怡星 王军 张文彦 闫跃平 宋文斌 庞军

（二）集团公司实施主辅分离、改制分流的决策程序

主辅分离、改制分流，由彩虹集团公司负责组织实施。彩虹集团公司进行主辅分离、改制分流的内部议事程序为：

（1）集团公司经理办公会通过决议，确定主业和辅业范围以及拟进行改制分

流的辅业单位，制定总体方案，报送国资委、财政部、劳动和社会保障部联合批复；

（2）根据上述联合批复，拟进行改制分流的辅业单位进行宣传动员，让全体员工了解改制的必要性、原则、国家法律法规和政策的各项要求，取得员工对改制工作的理解、支持和参与。召开职工代表大会审议通过涉及职工分流安置和用于安置职工的资产处置等有关事项；

（3）拟进行改制分流的辅业单位通过集团公司发展规划部向集团公司提出具体改制分流方案。

（4）集团公司经理办公会对辅业单位改制分流方案逐个进行审核认定。

（三）集团公司主辅分离、改制分流的实施程序

（1）明晰产权，即清楚界定改制分流单位的资产产权。由于彩虹集团公司大部分辅业单位要么是纯国有企业，要么是现代公司制度下的股份有限公司或有限责任公司，因此绝大部分辅业单位的资产产权是清晰的。对于权属关系不明确或者存在产权纠纷的改制企业（如彩虹劳动服务公司），应当按照国家有关规定先进行产权界定或者产权纠纷调处；

（2）清产核资与审计。对改制企业的各类资产进行全面清查登记，包括对各类资产、债权、债务进行核对查实，并编制改建日的资产负债表及财产清册。然后由彩虹集团公司将资产清查的结果委托中介机构进行审计；

（3）资产评估。彩虹集团公司委托具有相应资格的资产评估机构，按照《国有资产评估管理办法》（1991年11月16日国务院令第91号）、《国有资产评估管理若干问题的规定》（2001年12月31日财政部令第14号）等有关规定对改制企业所涉及的全部资产进行评估；

（4）劳动关系的处理。通过公司制改建进行改制分流的，企业要与员工变更或解除劳动合同，并变更或重新签定三年以上期限的劳动合同。依照国家法律法规和相关规定对员工进行经济补偿；

（5）资产处置与出资。根据改制分流的具体方案对国有资产采取出售、租赁、折股出资或转为债权等方式进行处理。辅业单位进行公司制改建的，资产评估的结果作为彩虹集团公司对改制企业折股出资的依据。同时，公司其他股东向公司出资；

（6）公司设立与登记；

(7) 进行国有产权登记;

(8) 改制企业属地管理交接工作。企业改制为非国有法人控股企业的，要与地方人民政府做好改制企业中党、团等组织关系、职工的各项社会保险关系以及职工档案管理、职称评定等移交接收工作;

(9) 剥离资产处理。企业改制分流完成后没有纳入改制范围的资产，具备经营条件的，可以剥离后用其组建企业法人，独立核算，依法经营；对不具备经营条件的剥离资产，通过整体出售、租赁经营、无偿移交地方政府或所在地社区等方法加以处置。凡是不能通过上述方式处置的剥离资产，可以由存续企业管理，也可以由彩虹集团公司直接管理。

（四）集团公司实施主辅分离、改制分流的操作规范。

1. 以 2002 年全国再就业会议和 2003 年再就业座谈会会议精神及 859 号文等相关配套文件为基本依据，根据彩虹集团公司的具体情况操作；
2. 严格执行国家有关国有资产管理的法律法规，防止国有资产流失，不得将国有资本低价折股或者低价转让给经营者和其他职工个人；
3. 严格遵守民法通则、合同法等民事法律规范，切实维护债权人等相关方的合法权益，在改制分流过程中作好改制企业的债权债务清理工作，落实债权债务人，不得利用改制之机逃废银行或其他债权人的债务；
4. 遵照国家有关再就业的相关政策及劳动和社会保障的各项政策和法律，妥善安置分流企业富余人员，减轻社会就业压力，确保稳定；
5. 依照公司法等法律规范，将改制分流企业改建为产权主体多元化、具备完善的法人治理结构和市场竞争力的现代公司制企业；
6. 对于涉及职工安置分流的方案应取得职工代表大会审议通过方可实施。

附件 2 彩虹集团公司的发展战略

彩虹集团公司的战略定位和发展规划（摘要）

一、彩虹集团公司面临的市场环境和竞争形势

1、CRT 行业总体形势

虽然由于 CRT 具有相对良好的性价比，在很长一段时期内还有生存空间，但是其市场空间已经相对饱和，行业总体形势不容乐观，从而被业内称为“夕阳产业”。

2、世界范围内 CRT 市场情况

2001 年底，世界上从事 CRT 生产制造的公司大约有 22 家，拥有约 70 座工厂，生产线 250 条左右，年产能 3 亿只，大于 2.5 亿只的全球市场需求。

跟行业巨头相比，彩虹集团公司的全球市场占有率仍处于较低水平。

3、国内 CRT 市场总体情况

目前，中国彩管行业共有 12 家企业，截止到 2002 年底，共有 CPT 生产线 39 条，年产能 5000 万只左右。CDT 生产线共有 21 条，年产能 3740 万只。

总体而言，国内彩管的产能已经远大于国内彩电消费市场的需求。

4、彩虹集团公司面临严峻的市场竞争压力

（1）CPT 市场供大于求的局面将加剧

由于 2002 年国内 CPT 市场一度的供不应求，以及对 2003 年市场的良好预期，各企业都在想方设法增加生产线或者进行扩产改造。可以预见，国内 CRT 市场供大于求的局面将加剧，这必然导致竞争更加白热化。

（2）市场竞争者的威胁

中国彩管行业（CPT）共有 12 家企业，其中 9 家是中外合资或外商独资企业，在其余的 3 家公司中，只有彩虹集团公司一家是国有独资企业。

自中国加入 WTO 之后，国际上生产彩色显示器件的主要企业已全部进入中国，与彩虹集团公司展开直接的竞争，对彩虹集团公司构成直接的威胁。竞争的一体化格局已经初步形成。

彩虹集团公司国内市场占有率虽然暂时处于领先地位，但并非行业主导者，北京松下、上海永新、LG 曙光等企业加紧抢夺市场份额，几家企业的市场份额

都在 11% 以上，已对彩虹集团公司的地位构成强有力地挑战。

（3）行业退出壁垒高造成竞争刚性增大

由于彩管行业的投资大，周期长，专用设备和资产多，清算价值低，从业人员多，因此行业的退出壁垒很高，这无疑会大大增加竞争的刚性和激烈程度。

（4）替代品的威胁

自 20 世纪 90 年代后半期开始，平板显示器件(FPD)等新技术得到迅猛地发展，此外，由于大规模集成电路的发展，以及计算机和数字技术的应用，也引导彩色电视机技术的款式必须向大屏幕、平面化、超薄型化发展。LCD、PDP 等新型显示器件的发展对传统的 CPT 市场形成巨大的市场冲击，并且会大大缩短 CPT 产品的生命周期。目前彩虹集团公司的主要产品均集中在传统的 CPT 领域，面对的这种替代品发展的压力最大、也最为直接。

二、彩虹集团公司的战略定位

1、行业和产品定位

（1）彩虹集团公司行业和产品定位的局限性

彩虹集团公司现有的资源几乎全部集中在现有的 CRT 产品领域（主要是 CPT 产品），在新型显示器件技术和产品研发方面基础非常薄弱，加上这些新型显示器件的投资巨大，从而限制了彩虹集团在该领域的发展。

（2）彩虹集团公司的行业和产品的市场前景

虽然传统 CRT 尤其是 CPT 产业领域行业竞争激烈，但是 **CPT 产品仍旧存在较大的市场发展空间，CPT 技术仍有较长的生存时间。**

（3）彩虹集团公司的资源和优势

- 1) 彩虹集团公司具备经营管理和技术人才优势
- 2) 形成了纵向一体化的零部件配套体系和成本优势
- 3) 具有了一定的经济实力，并拓展了融资渠道。

根据前述分析，彩虹集团公司的行业定位和产品定位应该立足于现有的 CPT 产品领域。将现有产品做好并在此基础上实施相关多元化、同时密切跟踪新型显示器件技术和产品，适时进入新产品新领域，实现产业和产品的结构调整应是彩

虹集团公司的现实选择。

2、彩虹集团公司的发展战略

（1）总体发展战略

彩虹集团公司的总体发展战略是：以现有的显示器件为龙头，零部件实现产业化，实施总成本领先战略，做强、做大主业；积极跟踪、调研、分析新型显示器件领域的技术和产品，适时稳步进入，实现产业和产品结构调整，使彩虹发展成为产品多元化、经营规模化、管理现代化的中国最强、最大的显示器件生产和研发基地。

（2）基本竞争战略：总成本领先战略和相关多元化战略

1) 彩虹集团在主营业务即传统的 CRT 产品领域（以 CPT 为主），采取总成本领先战略，并将其作为企业的基本竞争战略。

2) 在新型显示器件领域，采取相关多元化战略。

为解决彩虹集团公司的后续发展问题，彩虹集团在新型显示器件领域采取积极跟踪的策略，实施相关多元化战略。实现的途径主要有两种：一是通过密切跟踪、调研新型显示器件领域的技术、新产品的发展趋势，适时进入该领域；二是借助国外显示器件产业结构调整和专业化分工的时机，与跨国显示器件企业实施战略合作，通过提供专业配套等方式，逐步参与到新型显示器件的价值链条中，实现产业和产品的结构性调整。

（3）彩虹集团公司中长期战略规划实施总成本领先战略，打造成本最低的核心竞争力，奠定实现经营规模化的基石；实施相关多元化经营战略，寻求和发展彩虹新的经济增长点，培育第二支柱产业

（4）中长期战略的目标到2010年，使彩虹集团公司发展成为产品多元化、经营规模化、管理现代化的中国最强、最大的显示器件生产和研发基地、世界一流和国际知名的大型企业集团，为“立百年彩虹”的远景目标奠定坚实基础。

附件 3：参加改制分流的单位及其基本情况

一、承担企业办社会职能的单位

1、彩虹学校

学校设小学部、初中部和高中部，在编教职工 223 人，其中教师 192 人，教学辅助人员 27 人，校长、副校长 4 人，教师和非教学人员之比为 7.1:1。学校全员实行合同制，教师实行聘任制。

学校的各种固定资产为 932.23 万元。学校每年共需经费 910 万元，其中 635 万元由集团公司下拨，275 万元由学校创收。

2、彩虹医院

彩虹医院成立于 1978 年，1995 年被评为二级甲等医院。咸阳市将其定位为“非赢利性医院”。

人员情况：固定工共 150 人。

彩虹集团对医院的扶植：2002 年拨款 500 万元，2003 年拨款 300 万元，2004 年拟拨款 150 万元，之后就全面推向市场。

3、培训中心：包括彩虹职大、彩虹中专、彩虹技校

培训中心隶属于彩虹人力资源部，主要负责集团公司员工在职培训、学历教育和岗前培训。培训中心现有固定工 40 人，其中教师 22 人，管理人员 18 人。培训中心下设彩虹职大、彩虹中专和彩虹技校三所学校，费用实行收支两条线。2002 年集团公司下拨经费为 343 万元，上缴各种费用 95 万元。

二、辅业单位较为集中的综合性管理公司

咸阳地区辅业单位主要集中在彩虹三产总公司和劳动服务公司两家企业。

1、彩虹三产总公司基本情况：

陕西彩虹三产总公司（以下简称公司）是彩虹集团公司为从根本上解决“企业办社会”的问题于 1994 年 4 月成立，为彩虹集团的全资子公司，但实际上还承担着集团公司的部分管理职能。

内部组织结构：共有 4 个生产配套厂，8 个经营性服务单位，2 个公益事业型单位。

总公司业务普遍市场竞争性不强，业务收入的对像主要为集团公司。

截止 2003 年 6 月底，总公司共有职工 1280 人（不包括园艺公司劳务工和在电子包装材料厂、托架厂、化工材料厂、劳保用品厂、总公司机关工作的职工 50 人。），其中固定工 530 人。

截止 2002 年 12 月 31 日，三产总公司资产合计 59,925,425.32 元，负债合计 23,727,912.54 元，所有者权益合计 36,197,512.78 元。

5、彩虹劳动服务公司

彩虹劳动服务公司主要为彩虹集团提供内屏蔽、电子屏蔽、管基、管帽、泡托等产品和彩虹商标印刷、玻壳再生、研磨、粮店等服务。

在册职工 728 人，其中固定工 386 人（彩虹集团公司固定工 111 人，集体工 275 人）、退休 146 人，内退 275 人。

截止到 2003 年 6 月 30 日，资产总额为 8051 万元，其中流动资产 6191 万元，固定资产 1860 万元。

三、福利型后勤服务单位

6、彩虹幼儿园（归属彩虹三产总公司管理）

彩虹幼儿园为集团公司福利机构，主要收教集团公司内部幼儿，隶属于彩虹三产总公司，为国家先进幼教单位。现有员工 190 人，其中固定工 112 人，员工每年工资支出 280 万元，管理费用 200 万元左右，加上水、电、暖等其他各项费用，每年需 700 万元，其中幼儿园创收 140 万元，资金缺口为 560 万元，由集团受益单位分摊。目前，幼儿园通过开展特色幼教活动，赢利能力逐渐增强。

7、公益设施部（归属彩虹三产总公司管理）

下属单位有房产管理室、文体管理室、班车队和保龄球馆。

房产管理室固定工 13 人，短期合同工 24 人。

文体管理室设有俱乐部、体育馆和游泳池。固定工 12 人。

班车队有 6 辆车，配有 6 个司机，3 个售票员，1 个短期合同工。

保龄球馆固定工 10 人，短期合同工 30 人。

8、物业管理中心（归属彩虹三产总公司管理）

中心主要是代收住户的水电费，职能与修建园艺公司有重叠。中心目前净资产总额 1026659.57 元，现有固定工 12 人，短期合同工 3 人。

9、经营室下属通信站、客车队（经营室归属彩虹三产总公司）

通信站、客车队目前采用责任承包的方式开展经营；通信站主要以寻呼和集团内部电话为主营业务，现寻呼业务已基本停办，内部电话业务也受到社会各通信公司的较大冲击；客车队经营市场狭小，不能独立生存。通信站有固定工 26 人，短期合同工 2 人；客车队固定工 10 人（一人待岗），短期合同工 2 人。

10、劳动服务公司粮店、自选商店、车队

粮店为政策性粮油单位，主要为彩虹员工提供粮油产品、一直亏损，每年亏损约 10 万元；职工 10 人，其中固定工 9 人。

自选商场基本盈亏持平，固定工 20 人左右。

车队为劳动服务公司提供用车服务，有倒料车 3 辆、小轿车 4 辆、班车 1 辆。

三、经营性后勤服务单位

11、彩虹宾馆（归属彩虹三产总公司管理）

彩虹宾馆是隶属于三产总公司，业务及收入主要是住宿与承办会议。其中绝对的厂内消费占到 17%~21%，与厂内有关的市场消费占到 10% 左右，其他均为市场客源。截止 2003 年 6 月底宾馆净资产总额为 10564608.43 元。宾馆现有职工 204 人，其中固定工 58 人，与彩虹集团公司签定劳动合同。

12、彩虹招待所（归属彩虹三产总公司管理）

彩虹招待所主要业务及收入：住宿、餐饮、承办小型会议、举办培训班。年收入大约 400 万元，餐饮收入占营业收入的 55%；截止 2003 年 6 月底，招待所净资产总额为 2357766.95 元；现有员工 103 人，其中固定工 19 人，均与总厂签定劳动合同。

13、商饮公司（归属彩虹三产总公司管理）

现下辖生活灶、冷饮厂、浴池、购物超市等经营单位。主要业务：提供生活服务。1995 年至 2000 年，一部分职工自谋出路。企业利润指标为一年 40 万元。截止 2003 年 6 月底，净资产总额 5263077.84 元。现有职工 163 人，其中固定工

58人（目前在岗38人，从事个体经营的11人），全部与总厂签定的合同。

14、经营室下属汽修厂、广告公司、装潢公司、七里铺综合市场

目前广告公司、装潢公司与汽修厂采用个人经营承包的方式。经营室综合管理室固定工4人（含七里铺综合市场，一人待岗）；汽修厂固定工8人；装潢公司固定工4人；广告公司中固定工5人（一人挂靠自主经营）。上述固定工均与总厂签定劳动合同。

15、彩虹电子设备公司（归属彩虹三产总公司管理）

主要面向总厂的对内业务，承揽总厂内非批量的、规格缺的零星业务，满足生产需要。拿厂内订单，市场采购。利润不到5%。资产情况：截止2003年6月底设备公司净资产总额为108699.12元。人员状况：共有员工43人，均为固定工，其中20人在职上班，23人独立经营，交纳管理费。上述人员均与集团公司签定劳动合同。

16、修建园艺公司（归属彩虹三产总公司管理）

主要业务是负责总厂生产区内及生活区的绿化和环保，此外也承接部分工程和维修项目。现净资产总额为3298280.38元。目前公司有固定工113人，短期合同工20人，劳务工295人，共计428人。

17、劳保用品厂（归属彩虹三产总公司管理）

主要业务及收入经营手套、洁净服，95%面向总厂，5%外销。2002年经营收入330万元，预计2003年收入到达400万元。利润率在5%左右；截止2003年6月底，劳保厂净资产总额为120765元；现有固定工11人，短期合同工59人。固定工中有2人挂靠，签定协议，不发工资，三金个人自负。

18、劳动服务公司所属商标厂、印刷厂

商标厂主要为彩虹总厂提供商标印刷服务，年赢利30万左右，有固定工10余人。

印刷厂主要为彩虹集团内部印刷办公文件，微利维持经营，有固定工20多人。

四、提供配套产品或服务的企业

19、深圳彩虹电子公司（四家改制试点单位之一）

20、彩虹网版厂

全称为彩虹电子网版厂（原彩虹荫罩分厂），隶属于彩虹显象管总厂，主要为彩管一厂配套生产 37CM 、56CM 平板荫罩，所有产品都销售给集团配套彩管厂。

网版厂固定工共 159 人。

截止 2003 年 10 月 31 日，资产总额为 18654057.40 元。

21、彩虹荧光材料公司

陕西彩虹荧光材料有限公司是彩虹集团公司控股的企业。公司成立于 1995 年 12 月 5 日，注册资本人民币 9000 万元。公司主营彩色显示管、显示器用三基色荧光粉、生粉，销售自产产品；截止 2002 年 12 月 31 日，资产合计 171,093,575.55 元，负债合计 45,459,952.82 元，所有者权益合计 123,735,183.15 元；公司现有固定工 240 人。

22、咸阳彩秦电子器件有限责任公司

咸阳彩秦电子器件有限责任公司是 2000 年 7 月由咸阳彩秦电子器件厂改制，公司经营销钉、阳极帽、支架玻杆和支玻粉生产、销售；截止 2003 年 10 月 31 日，公司总资产为 66500336.21 元，负债 26145267.23 元，所有者权益 40355068.98 元；公司现有员工 294 人，其中固定工 240 人。

23、电子包装材料厂（又名泡托厂，归属彩虹三产总公司管理）

主要是面向集团的对内业务，其中给股份公司生产 54cm 和 64cm 泡托架，为荧光粉有限公司生产精制硫酸、高浓度盐酸；现有资产 4,300,000 元，主要为机器设备；固定工 30 人，均与彩虹集团公司签定劳动合同。

24、彩虹托架厂（归属三产总公司管理）

主要是对厂内的业务，通过回收旧托架并进行手工修理，赚取差价，对集团独家供应；工厂现有固定资产 53 万元，其中，房屋建筑 33.7 万元，机械设备 4.7, 电子设备 7 万元，运输设备 7.5 万元；现有职工 115 人，其中固定工 48 人，5 人请长假；短期合同工 67 人。

25、彩虹化工厂（归属三产总公司管理）

化工厂主要生产和供应化工产品，如绝缘液、水融性粘接剂等。2002 年产值 249 万元，利润 24 万元；截止 2003 年 6 月底，净资产总额为 1,360,779 元，

不良资产 174532 元；化工厂现有固定工 21 人，短期合同工 9 人。

26、彩虹电视配件厂（属劳动服务公司）

工厂主要为彩虹彩管生产内屏蔽，年收入达 1800 万元，为劳动服务公司主要收入来源。目前固定工 120 人。

27、塑料制品厂（属劳动服务公司）

为彩管独家供应管机、管模，每年赢利 80 万元。目前有固定工 80 人左右。

28、净化设备厂（属劳动服务公司）

为彩虹玻壳进行空气净化，由于价格下滑和人工成本高，近年开始亏损，平均每年亏损 5 万多；目前固定工 30 人左右。

29、818 厂（又名玻壳再生厂，归属属劳动服务公司管理）

主要业务为彩虹玻壳回收利用，近年来，由于彩虹玻壳良品率提高，导致工厂效益下滑，去年赢利为 20 多万；目前有固定工 80 多人。

30、泡托厂（属劳动服务公司）

为彩虹提供泡沫托架，年利润在 20—30 万之间；目前有固定工 50 多人。

31、研磨厂（属劳动服务公司）

为彩虹玻璃分厂提供玻璃研磨服务，每年赢利几千到几万不等；目前有固定工 10 人。

五、可实行外包的职能部门

32、彩虹物资公司

公司实为集团公司物资采购部门，按照集团公司处室管理，主要为集团公司在咸阳企业采购生产用结构材料和辅助材料，并负责回收生产线上的废旧物资。固定工 200 人，短期合同工 140 余人。占用的资产和财务均由集团公司直接管理。

33、彩虹销售公司

该公司原为彩虹显像管总厂销售公司，后改为彩虹集团公司销售公司，按照集团公司处室管理，挂股份公司销售公司的牌子。主要职能是统一负责总厂和股份公司的产品内销。固定工 67 人，全部在岗。占用的资产和财务均由集团公司直接管理。

34、中国电子进出口彩虹公司（四家改制试点单位之一）

目前公司挂靠中国电子进出口公司，实际资产、人员、业务均归属彩虹集团公司。实为彩虹集团公司进出口业务管理部门。

五、 彩虹集团投资设立的与主业关联度不大的全资和控公司

35、陕西彩虹建设工程公司（四家改制试点单位之一）

36、深圳虹阳工贸公司

目前公司主要经营：荧光粉销售、房屋租赁。

截止 2002 年 12 月 31 日，资产合计 244,022,127.08 元，负债合计 15,467,162.26 元，所有者权益合计 228,554,964.82 元。

37、中国电子器件工业总公司（四家改制试点单位之一）

38、彩虹虹友运输公司

截止 2003 年 6 月底，公司固定资产净值 25877.84 元；现有职工 23 人，全部为彩虹固定工。其中在岗发工资的 15 人，其余人员每月领生活费 500 元。

39、西安彩虹电器工业有限责任公司（已停业）

截止 2002 年 12 月 31 日，资产合计 77,999,911.54 元，负债总计 100,117,247.22 元，所有者权益合计 -22,117,335.68 元。

40、海口彩虹温泉大酒店（已停业）

海口彩虹温泉大酒店为彩虹集团公司的全资子公司 2002 年度由于停业，没有产品销售收入和产品销售成本，管理费用 264.97 万元，亏损 233.47 万元。

截止 2002 年 12 月 31 日，资产合计 79,995,391.52 元，负债合计 1,135,456.44 元，所有者权益合计 78,859,935.08 元。